THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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MALAYAN CEMENT BERHAD

[Company No. 195001000048 (1877-T)]
(Incorporated in Malaysia)

PART A

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

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") AND PROPOSED NEW SHAREHOLDER MANDATE FOR ADDITIONAL RRPT

The resolutions in respect of the above proposals will be tabled at the Seventy-Sixth Annual General Meeting ("**AGM**") of our Company which will be held at **Mayang Sari Grand Ballroom, Lower Level 3, JW Marriott Hotel Kuala Lumpur, 183 Jalan Bukit Bintang, 55100 Kuala Lumpur** on **Thursday, 3 December 2026** at **3.30 p.m.**.

The Notice of the AGM together with the Form of Proxy (which are incorporated in the Annual Report 2026) and Administrative Guide are available at our Company's website at https://ytlcement.my/investor-relations/meetings.

The completed Form of Proxy must be deposited at the office of Vistra Investor & Issuing House Services Sdn Bhd *(formerly known as Tricor Investor & Issuing House Services Sdn Bhd)* at:

Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia	or	Drop Box Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia

or lodged electronically via Vistra Share Registry and IPO (MY) portal at https://srmy.vistra.com not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof as indicated below:

Last date and time for lodging the Form of Proxy	:	**Tuesday, 1 December 2026 at 3.30 p.m.**
Date and time of our AGM	:	**Thursday, 3 December 2026 at 3.30 p.m.**

This Statement/Circular is dated 30 October 2026

DEFINITIONS

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

"the Act"	:	Companies Act, 2016 including any amendments thereto that may be made from time to time
"AGM"	:	Annual General Meeting
"Board"	:	Board of Directors of our Company
"Bursa Securities"	:	Bursa Malaysia Securities Berhad
"CEPCO"	:	Concrete Engineering Products Berhad [Company No. 198201008420 (88143-P)], the related company of MCB
"CEPCO Group"	:	CEPCO and its subsidiaries
"Code"	:	Malaysian Code on Take-Overs and Mergers 2016 read together with the Rules on Take-Overs, Mergers and Compulsory Acquisitions (as amended from time to time, including any re-enactment thereof)
"corporation"	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
"Director(s)"	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007. For purpose of the Proposed Shareholder Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive officer of our Company, our subsidiary or holding company
"EPS"	:	Earnings per share
"ESOS"	:	Employees share option scheme of our Company
"ICPS"	:	Irredeemable Convertible Preference Shares of our Company
"LPD"	:	2 October 2026, being the latest practicable date prior to the printing of this statement/circular
"Listing Requirements"	:	Bursa Securities Main Market Listing Requirements including any amendments thereto that may be made from time to time
"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in our Company; or (b) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company The term "interest in shares" has the meaning given in Section 8 of the Act. "Major Shareholder" includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of our Company or any other corporation which is our Company's subsidiary or holding company.
"MCB" or "our Company"	:	Malayan Cement Berhad [Company No. 195001000048 (1877-T)]
"MCB Group" or "our Group"	:	MCB and its subsidiaries

"NA"	:	Net assets
"NSL"	:	NSL Ltd [Company No. 196100107C], the related company of MCB which is listed on the Main Board of the Singapore Exchange Securities Trading Limited
"NSL Group"	:	NSL and its subsidiaries
"Person(s) Connected"	:	In relation to any person ("**said Person**"), who falls under any one of the following categories: (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or family member of the said Person is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person
"Proposed Share Buy-Back"	:	Proposed renewal of the authorisation for our Company to buy-back and hold not more than 10% of the total number of issued Shares
"Proposed Renewal of Shareholder Mandate"	:	Proposed renewal of shareholder mandate for existing Recurrent Related Party Transactions as set out in Section 2.3(a) of the Circular
"Proposed New Shareholder Mandate"	:	Proposed new shareholder mandate for additional Recurrent Related Party Transaction as set out in Section 2.3(b) of this Circular
"Proposed Shareholder Mandate"	:	Proposed Renewal of Shareholder Mandate and Proposed New Shareholder Mandate
"Puan Sri Tan Kai Yong"	:	Puan Sri Datin Seri Tan Kai Yong @ Tan Kay Neong
"Recurrent Related Party Transactions"	:	Related Party Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of our Group
"Related Party(ies)"	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
"Related Party Transaction(s)"	:	A transaction entered into by our Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party
"RM" and "Sen"	:	Ringgit Malaysia and sen respectively
"Share(s)"	:	Ordinary share(s) of our Company
"Substantial Shareholder(s)"	:	Has the meaning given in Section 136 of the Act

"Vistra"	:	Vistra Investor & Issuing House Services Sdn Bhd *(formerly known as Tricor Investor & Issuing House Services Sdn Bhd)*, the appointed share registrar and poll administrator for the Seventy-Sixth AGM of our Company
"Yeoh Siblings" or "Interested Director(s)"	:	Tan Sri (Sir) Yeoh Sock Ping, Dato' Sri Yeoh Sock Siong, Dato' Yeoh Seok Kian, Dato' Seri Yeoh Seok Hong and Dato' Yeoh Soo Keng, collectively
"YTL Cement"	:	YTL Cement Berhad, the immediate holding company of MCB and subsidiary of YTL Corporation Berhad
"YTL Corporation"	:	YTL Corporation Berhad, the intermediate holding company of MCB
"YTL Corporation Group"	:	YTL Corporation and its subsidiaries (excluding listed subsidiaries and their subsidiaries, joint ventures and associated companies), joint ventures and associated companies
"YTLSH"	:	Yeoh Tiong Lay & Sons Holdings Sdn Bhd, the penultimate holding company of MCB
"YTLSFH"	:	Yeoh Tiong Lay & Sons Family Holdings Limited, the ultimate holding company of MCB
"YTLSTC"	:	Yeoh Tiong Lay & Sons Trust Company Limited which holds, in its capacity as trustee, the total number of issued shares of YTLSFH

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PART A

STATEMENT TO SHAREHOLDERS

IN RELATION TO

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

MALAYAN CEMENT BERHAD
[Company No. 195001000048 (1877-T)]
(Incorporated in Malaysia)

To: Our Shareholders

STATEMENT IN RELATION TO THE PROPOSED SHARE BUY-BACK

1. INTRODUCTION

On 24 September 2026, our Company announced its intention to seek your approval for the Proposed Share Buy-Back at the forthcoming Seventy-Sixth AGM.

This statement serves to provide you with details of the Proposed Share Buy-Back as well as the recommendation of our Board and to seek your approval for the ordinary resolution to be tabled at the forthcoming Seventy-Sixth AGM.

2. PROPOSED SHARE BUY-BACK

Our Board is seeking your approval for the renewal of authority for our Company to purchase and/or hold from time to time and at any time up to 10% of the total number of issued Shares for the time being quoted on Bursa Securities through stockbrokers (pursuant to Paragraph 12.15 of the Listing Requirements), subject to compliance with Section 127 of the Act, the Listing Requirements and other applicable rules and regulations ("**Conditions**"). On assumption that our Company complies with the Conditions, and based on the total number of issued Shares as at LPD of 1,666,368,497 Shares, our Company may purchase up to a maximum of 166,636,849 number of Shares pursuant to the Proposed Share Buy-Back, representing 10% of the total number of issued Shares.

Your authority for the Proposed Share Buy-Back, if renewed, shall be effective upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the Seventy-Sixth AGM, and will remain in effect until the conclusion of the next AGM of our Company, or until the expiry of the period within which the next AGM is required by law to be held, unless revoked or varied by an ordinary resolution of shareholders of our Company in a general meeting, whichever occurs first.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back will be subject to the retained profits of our Company. The Proposed Share Buy-Back will be funded from internally generated funds and/or bank borrowings. As at 30 June 2026, the audited retained profits of our Company stood at RM902,881,000.

In accordance with the Listing Requirements, our Company may only purchase the Shares on Bursa Securities at a price which is not more than 15% above the weighted average market price for the Shares for the 5 market days immediately before the purchase(s) and our Company may only resell the treasury shares on Bursa Securities or transfer the treasury shares pursuant to Section 127(7) of the Act at:

(a) a price which is not less than the weighted average market price for the Shares for the 5 market days immediately before the resale or transfer; or

(b) a discounted price of not more than 5% to the weighted average market price for the Shares for the 5 market days immediately before the resale or transfer provided that:

  (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and

  (ii) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

The authority for the Proposed Share Buy-Back will allow your Directors to exercise the power of our Company to purchase its own Shares at any time within the abovementioned time period using the internal funds and/or bank borrowings of our Company. The actual number of Shares to be purchased will depend on the market conditions and sentiments of the stock market, the availability of retained profits as well as the financial resources available to our Group. In the event that the Proposed Share Buy-Back is funded by bank borrowings, the amount of bank borrowings will depend on the number of Shares purchased and our Company's repayment capabilities.

Our Directors may deal with the Shares bought back in the following manner:

(i) cancel the Shares so purchased; and/or
(ii) retain the Shares so purchased in treasury, to be distributed as dividend to the shareholders and/or resold on the market of Bursa Securities and/or transferred for the purposes of or under an employees' share scheme and/or transferred as purchase consideration; and/or
(iii) retain part of the Shares so purchased as treasury shares and cancel the remainder; and/or
(iv) deal with the Shares in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time.

Where our Directors intend to retain the Shares so purchased as treasury shares, cancel Shares, or both, an appropriate announcement will be made to Bursa Securities. In the event that our Company ceases to hold all or any part of such Shares as a result of the above actions, our Company may further purchase and/or hold such additional number of Shares (in aggregate with the Shares then still held by our Company) which shall not exceed 10% of the total number of issued Shares of our Company for the time being quoted on Bursa Securities.

If our Board decides to retain the Shares so purchased as treasury shares, it may distribute the treasury shares as dividends to the shareholders and/or resell the Shares so purchased on Bursa Securities and utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital. The treatment of the Shares so purchased and held as treasury shares, whether distributed as dividends, resold on Bursa Securities or cancelled by our Company, will in turn depend on the availability of the retained profits of our Company.

In the event that our Company decides to resell or transfer the treasury shares, our Company will be required to release an announcement on the day of the resale or transfer pursuant to Section 127(7) of the Act, providing details as prescribed by Bursa Securities.

In the event that our Company decides to cancel the treasury shares, our Company must release an announcement on the day the cancellation is made providing details of the number of treasury shares cancelled, the date of cancellation and the outstanding and paid-up capital of our Company after the cancellation.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The potential benefits of a share buy-back exercise to our Company and our shareholders are as follows:

- Where our Directors resolve to cancel the Shares so purchased, the EPS of our Group is expected to be enhanced as a result of the reduction in the total number of issued Shares as described in Section 5 on "Effects of the Proposed Share Buy-Back", thereby enabling long term and genuine investors to enjoy any potential corresponding increase in the value of their investments in our Company;

- Where the Shares bought back are retained as treasury shares, our Directors would have an option to distribute these Shares as dividends to reward shareholders;

- Our Company may be able to reduce any unwarranted volatility of its Shares and assist to stabilise the supply, demand and price of its Shares in the open market, thereby supporting the fundamental value of its Shares.

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

The financial resources of our Group may increase if the purchased Shares held as treasury shares are resold at prices higher than their purchase price. Other advantages of the Proposed Share Buy-Back are outlined in Section 3 on the "Rationale for the Proposed Share Buy-Back".

The Proposed Share Buy-Back, if implemented will reduce the financial resources of our Group and may result in our Group foregoing better investment opportunities that may emerge in the future or, at the least, deprive our Company and our Group of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back. It may also result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to purchase Shares. In the event that the Proposed Share Buy-Back is funded by bank borrowings, our Company's net cash flow may decline to the extent of the interest costs associated with such borrowings.

Nevertheless, the Proposed Share Buy-Back is not expected to cause any potential material disadvantage to our Company or our shareholders as any share buy-back exercise will be undertaken only after in-depth consideration of the financial resources of our Group and of the resultant impact on you. Our Board, in exercising any decision on the Proposed Share Buy-Back, will be mindful of the interests of our Company and our shareholders.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

On the assumption that the Proposed Share Buy-Back is carried out in full, the effects of the Proposed Share Buy-Back on the total number of issued Shares, NA, working capital, EPS and dividends of our Company are set out below:

5.1 Total Number of Issued Shares

For illustration purposes, in the event our Company acquires all the Shares authorised under the Proposed Share Buy-Back and such Shares so acquired are cancelled, the proforma effects on the total number of issued Shares as at LPD will be as follows:

		After the Proposed Share Buy-Back	
		Minimum Scenario	**Maximum Scenario**
	No. of Shares as at LPD	**No. of Shares**	**No. of Shares**
Total number of issued Shares	1,666,368,497	1,666,368,497	1,666,368,497
Assuming full conversion of existing 200,000,000 ICPS	-	-	200,000,000[(1)]
Assuming full exercise of options under ESOS	-	-	68,111,820
Enlarged total number of issued Shares	1,666,368,497	1,666,368,497	1,934,480,317
Maximum no. of Shares that may be purchased pursuant to the Proposed Share Buy-Back (10%)	-	(166,636,849)	(193,448,031)
Resultant number of issued Shares after Proposed Share Buy-Back and cancellation	**1,666,368,497**	**1,499,731,648**	**1,741,032,286**

Notes:

(1) The ICPS are held solely by YTL Cement. This scenario will only occur if the full conversion of the ICPS will not result in our Company being unable to comply with the percentage of public shareholding spread requirement.

However, the Proposed Share Buy-Back is not expected to have any effect on the total number of issued Shares if the Shares so purchased are retained as treasury shares but the rights attaching to the treasury shares as to voting, dividends and participation in the other distribution or otherwise will be suspended. While these Shares remain as treasury shares, the Act prohibits the taking into account of such Shares in calculating the number or percentage of Shares in our Company for any purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of a vote on a resolution at a meeting.

5.2 NA

The Proposed Share Buy-Back is likely to reduce the NA per Share of our Group if the purchase price exceeds the NA per Share of our Group at the time of purchase and will increase the NA per Share of our Group if the purchase price is less than the NA per Share of our Group at the time of purchase.

For Shares so purchased which are retained as treasury shares, the NA of our Group will increase upon the resale of these Shares, assuming that a gain has been realised. Again, the quantum of the increase in NA will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

5.3 Working Capital

The Proposed Share Buy-Back will reduce the working capital of our Group, the quantum of which depends on, amongst others, the number of Shares eventually purchased and the purchase price of the Shares. The cash flow of our Group will be reduced relatively, depending on the number of Shares eventually purchased and the purchase price of the Shares.

For Shares so purchased which are kept as treasury shares, upon its resale, the working capital and cash flow of our Company will increase. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

5.4 EPS

The effects of the Proposed Share Buy-Back on the EPS of our Group are dependent on the purchase price of the Shares and the effective funding cost or loss in interest income to our Group. If the Shares purchased by our Company are cancelled, the EPS of our Company may increase as a result of the reduction in the total number of issued Shares.

5.5 Dividends

Assuming the Proposed Share Buy-Back is implemented in full and the Shares bought back are retained as treasury shares, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of our Company as a result of the suspension of the rights of treasury shares to dividend entitlement or the reduction in the number of issued Shares in the event of the treasury shares being cancelled.

As stated in Section 2 of this statement, our Board has the option of distributing treasury shares as share dividends to our shareholders.

For the financial year ended 30 June 2026, our Company declared the following interim dividends:-

(i) First interim dividend of 6 sen per Share, and 6 sen per ICPS, which was paid on 27 March 2026;

(ii) Second interim dividend of 9 sen per Share, and 9 sen per ICPS, which was paid on 2 October 2026.

No final dividend has been recommended for payment for the financial year ended 30 June 2026.

6. PURCHASES OF SHARES, RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES IN THE PRECEDING 12 MONTHS

In the 12 months preceding the LPD, there were no purchase of Shares, resale, transfer or cancellation of treasury shares. As at LPD, no treasury shares were held by our Company.

7. PUBLIC SHAREHOLDING SPREAD

MCB must ensure that at least 25% of the total number of its Shares are in the hands of public shareholders as prescribed under Paragraph 8.02(1) of the Listing Requirements ("**Public Shareholding Spread Requirement**").

As announced on 15 March 2022, Bursa Securities has accepted, pursuant to an application made by our Company, our Company's then public shareholding spread of 21.37% as in compliance with the Public Shareholding Spread Requirement, subject to specified conditions.

As at LPD, the public shareholding spread of our Company stood at approximately 32.34%. The public shareholding spread is expected to be reduced to approximately 24.83% if the Proposed Share Buy-Back is implemented in full, with all the Shares so purchased are either held as treasury shares or cancelled and assuming the shareholdings of the Directors, substantial shareholders or persons connected with them remain unchanged, no ICPS are converted into new Shares and no ESOS options are exercised into new Shares. However, our Company will ensure that prior to any share buy-back exercise, the Public Shareholding Spread Requirement is maintained.

8. IMPLICATION RELATING TO THE CODE

Based on the register of substantial shareholders of our Company as at the LPD, the purchase by MCB of its own shares pursuant to the Proposed Share Buy-Back alone will not trigger the provisions on mandatory takeover under the Code.

9. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of MCB Shares traded on Bursa Securities for the past 12 months from October 2025 to September 2026 are as follows:

	High (RM)	**Low (RM)**
2025		
October	7.11	6.37
November	7.03	6.22
December	7.78	6.65
2026		
January	8.28	7.30
February	8.74	7.93
March	8.59	5.88
April	7.34	6.14
May	7.42	6.54
June	7.10	6.31
July	6.61	6.08
August	6.82	6.30
September	6.49	5.22

(Source: Bloomberg)

The last transacted price of the Shares as at LPD was RM5.52.

10. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The following illustrates the proforma effects on the shareholdings of the Directors (who have direct and/or indirect interests in Shares) and Substantial Shareholder as at LPD under the Minimum Scenario and Maximum Scenario referred to in section 5.1:

Name of Director	As at LPD				After the Proposed Share Buy-Back							
					Minimum Scenario				Maximum Scenario			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Sri (Sir) Yeoh Sock Ping, PSM, KBE	-	-	400,000[(1)]	0.02	-	-	400,000[(1)]	0.03	6,000,000	0.34	400,000[(1)]	0.02
Dato' Yeoh Seok Kian	3,000,000	0.18	-	-	3,000,000	0.20	-	-	9,000,000	0.52	-	-
Dato' Seri Yeoh Seok Hong	-	-	-	-	-	-	-	-	12,000,000	0.69	-	-
Dato' Sri Yeoh Sock Siong	-	-	2,100[(1)]	*	-	-	2,100[(1)]	*	12,000,000	0.69	2,100[(1)]	*
Dato' Yeoh Soo Keng	13,000,000	0.78	-	-	13,000,000	0.87	-	-	13,000,000	0.75	-	-
Yeoh Keong Junn (Alternate Director to Tan Sri (Sir) Yeoh Sock Ping)	100,000	0.01	-	-	100,000	0.01	-	-	100,000	0.01	-	-

Name of Substantial Shareholder	As at LPD				After the Proposed Share Buy-Back							
					Minimum Scenario				Maximum Scenario			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
YTL Cement	1,087,785,169	65.28	-	-	1,087,785,169	72.53	-	-	1,287,785,169^	73.97	-	-
YTL Corporation	-	-	1,087,785,169(2)	65.28	-	-	1,087,785,169(2)	72.53	-	-	1,287,785,169^(2)	73.97
YTLSH	23,000,000	1.38	1,087,785,169(2)	65.28	23,000,000	1.53	1,087,785,169(2)	72.53	23,000,000	1.32	1,287,785,169^(2)	73.97
YTLSFH	-	-	1,110,785,169(3)	66.66	-	-	1,110,785,169(3)	74.07	-	-	1,310,785,169^(3)	75.29
YTLSTC	-	-	1,110,785,169(4)	66.66	-	-	1,110,785,169(4)	74.07	-	-	1,310,785,169^(4)	75.29
Puan Sri Tan Kai Yong	-	-	1,110,785,169(5)	66.66	-	-	1,110,785,169(5)	74.07	-	-	1,310,785,169^(5)	75.29
Prudential PLC	-	-	110,034,700(6)	6.60	-	-	110,034,700(6)	7.34	-	-	110,034,700(6)	6.32
Prudential Assurance Malaysia Berhad	92,770,000	5.57	-	-	92,770,000	6.19	-	-	92,770,000	5.33	-	-
Eastspring Investment Berhad	94,442,100	5.67	-	-	94,442,100	6.30	-	-	94,442,100	5.42	-	-

* *negligible*
^ *Includes 200,000,000 Shares after full conversion of ICPS*

Notes:

1. *Deemed interests by virtue of interests held through spouse and/or children pursuant to Section 59(11)(c) of the Act.*
2. *Deemed interests by virtue of interests held through YTL Cement pursuant to Section 8 of the Act.*
3. *Deemed interests by virtue of interests held through YTL Cement pursuant to Section 8 of the Act arising from its ownership of 100% of YTLSH.*
4. *Deemed interests by virtue of interests held through YTL Cement pursuant to Section 8 of the Act arising from its ownership of 100% of YTLSFH in its capacity as trustee.*
5. *Deemed interests by virtue of interests held through YTL Cement pursuant to Section 8 of the Act arising from her beneficial interests (held through YTLSTC in its capacity as trustee) in YTLSFH.*
6. *Deemed interests by virtue of interests held through Prudential Assurance Malaysia Berhad and Eastspring Investment Berhad pursuant to Section 8 of the Act.*

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

Save for the proportionate increase in the percentage shareholding and/or voting rights of our Directors and Major Shareholders/Persons Connected as a consequence of the reduction in the total number of issued Shares after the Proposed Share Buy-Back, which will similarly affect other shareholders, none of our Directors and/or Major Shareholders/Persons Connected with them has any interest, direct or indirect, in the Proposed Share Buy-Back or resale of treasury shares, if any.

12. DIRECTORS STATEMENT/RECOMMENDATION

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

13. AGM

Our Seventy-Sixth AGM, the notice of which is set out in the Annual Report 2026, will be held at Mayang Sari Grand Ballroom, Lower Level 3, JW Marriott Hotel Kuala Lumpur, 183 Jalan Bukit Bintang, 55100 Kuala Lumpur on Thursday, 3 December 2026 at 3.30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, approving, *inter alia*, the ordinary resolution on the Proposed Share Buy-Back.

The Notice of the AGM together with the Form of Proxy and Administrative Guide may be downloaded from our Company's website at https://ytlcement.my/investor-relations/meetings.

If you are unable to attend and vote in person at the AGM, you may appoint a proxy or proxies to do so in your stead by following the instructions set out in the Form of Proxy. The Form of Proxy must be deposited at either of the following offices of Vistra:

Office		Drop Box
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia	or	Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia

or lodged electronically via Vistra Share Registry and IPO (MY) Portal at https://srmy.vistra.com, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

The lodgment of the Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

14. FURTHER/ADDITIONAL INFORMATION

You are requested to refer to the attached Appendix I for further/additional information.

This Statement is dated 30 October 2026.

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") AND PROPOSED NEW SHAREHOLDER MANDATE FOR ADDITIONAL RRPT

MALAYAN CEMENT BERHAD
[Company No. 195001000048 (1877-T)]
(Incorporated in Malaysia)

Registered Office:

33rd Floor
Menara YTL
205 Jalan Bukit Bintang
55100 Kuala Lumpur

30 October 2026

Board Of Directors:

Tan Sri (Sir) Yeoh Sock Ping, PSM, KBE *(Executive Chairman)*
Dato' Sri Yeoh Sock Siong *(Managing Director)*
Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir *(Independent Non-Executive Director)*
Yap Seng Chong *(Independent Non-Executive Director)*
Fong Yee Mei *(Independent Non-Executive Director)*
Dato' Yeoh Seok Kian *(Executive Director)*
Dato' Seri Yeoh Seok Hong *(Executive Director)*
Dato' Yeoh Soo Keng *(Executive Director)*
Yeoh Keong Junn *(Alternate Director to Tan Sri (Sir) Yeoh Sock Ping, PSM, KBE)*
Yeoh Pei Yen *(Alternate Director to Dato' Sri Yeoh Sock Siong)*
Yeoh Keong Wei (*Alternate Director to Dato' Yeoh Seok Kian)*
Yeoh Keong Yuan (*Alternate Director to Dato' Seri Yeoh Seok Hong)*
Choy Yuin Quan (*Alternate Director to Dato' Yeoh Soo Keng)*

To: Our Shareholders

Dear Sir/Madam,

PROPOSED SHAREHOLDER MANDATE

1. INTRODUCTION

At the Seventy-Fifth AGM of our Company held on 4 December 2025, your approval was obtained for our Group to enter into Recurrent Related Party Transactions with the Related Parties as set out in the circular to shareholders dated 31 October 2025. In accordance with the Listing Requirements, the said approval/mandate will expire at the conclusion of the forthcoming Seventy-Sixth AGM of our Company unless renewal is obtained.

On 24 September 2026, our Company announced its intention to seek your approval for the Proposed Shareholder Mandate.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholder Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming Seventy-Sixth AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDER MANDATE

2.1 BACKGROUND INFORMATION

Paragraph 10.08 of the Listing Requirements stipulates the obligations of a listed issuer to comply with in relation to Related Party Transactions. However, pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from shareholders in respect of Recurrent Related Party Transactions, subject to the following:

(i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;

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

(iii) a circular to shareholders which includes information as may be prescribed by Bursa Securities is issued by the listed issuer for the shareholder mandate;

(iv) in a meeting to obtain shareholder mandate,

- a Related Party with any interest, direct or indirect, must not vote on the resolution in respect of the Related Party Transaction;
- an interested Related Party who is, in the case of a corporation, a Director or Major Shareholder, must ensure that Persons Connected with it abstain from voting on the resolution in respect of the Related Party Transaction;
- where the interested Related Party is a Person Connected with, in the case of a corporation, a Director or Major Shareholder, such person must not vote on the resolution in respect of the Related Party Transaction; and

(v) an immediate announcement is made to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the listed issuer, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

Where a listed issuer has procured a shareholder mandate in respect of Recurrent Related Party Transactions, the provisions under Paragraph 10.08 of the Listing Requirements will not apply to the Recurrent Related Party Transactions which are comprised in the said mandate.

The Proposed Shareholder Mandate, if approved by you at the forthcoming AGM, shall take effect from the date of the said AGM and is subject to annual renewal. The authority conferred will continue to be in force until:

(i) the conclusion of the next AGM of our Company following the AGM at which the Proposed Shareholder Mandate is passed, at which time such mandate will lapse, unless by a resolution passed at such meeting the authority is renewed; or

(ii) the expiration of the period within which the next AGM of our Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(iii) revoked or varied by resolution passed by you in a general meeting,

whichever is the earlier.

2.2 PRINCIPAL ACTIVITIES OF MCB GROUP

The principal activity of our Company is investment holding while the principal activities of its subsidiaries are mainly:

- manufacturing, marketing and sale of cement, ordinary portland cement, blended cement, clinker, ready-mixed concrete, drymix products, aggregates, paints, varnishes and related products;
- sale and marketing of cementitious products;
- trading and distribution in cement and other building materials;
- quarrying and trading of granite, aggregates and sand;
- shipping of cement;
- hiring of vehicles;
- management of storage depot;
- ship charterers;
- industrial ecology;
- management and operation of a jetty;
- investment holding; and
- provision of accounting shared services and management consulting services to related companies.

2.3 CLASS OF RELATED PARTIES, NATURE AND ESTIMATED AGGREGATE VALUE OF THE RECURRENT RELATED PARTY TRANSACTIONS

(a) The Recurrent Related Party Transactions which will be covered under the Proposed Renewal of Shareholder Mandate are identified below:-

Related Party	Interested Directors/ Major Shareholders/ Persons Connected	Nature of Recurrent Related Party Transactions with our Group	Mandate obtained at AGM held on 4 December 2025		Estimated aggregate value during the validity period of mandate*
			(I) Estimated aggregate value as disclosed in the circular to shareholders dated 31 October 2025 (RM'000)	(II) Actual value transacted from 4 December 2025 to LPD (RM'000)	(RM'000)
YTL Corporation Group	YTLSFH [1] YTLSH [1] YTL Corporation [2] YTL Cement [3] YTLSTC [4] Puan Sri Tan Kai Yong [1][2][3][5][6] Yeoh Siblings [1][2][3][6]	Sales and purchases of cement, clinker, drymix and cementitious materials	282,001	142,654	233,498
		Sales and purchases of aggregates, sand and concrete products	344,545	323,035	473,507
		§ Rental of office premise at 58, Pulau Damar Laut, 618297 Singapore § Rental of office premises at Menara YTL, 205 Jalan Bukit Bintang, 55100 Kuala Lumpur, and procurement of related services § Rental of land at No. Hakmilik 10023, Lot 45609 Mukim Kuala Lumpur, Daerah Kuala Lumpur, Wilayah Persekutuan § Rental of land at Lot 6016 and part of Lot 6017, Jalan Kukuh, Larkin Industrial Estate, Johor Bahru, Johor Darul Takzim § Rental of land at No. Hakmilik 532, Lot 1556, Mukim Batu, Daerah Gombak, Selangor Darul Ehsan	6,391	6,339	7,727

Related Party	Interested Directors/ Major Shareholders/ Persons Connected	Nature of Recurrent Related Party Transactions with our Group	Mandate obtained at AGM held on 4 December 2025		Estimated aggregate value during the validity period of mandate* (RM'000)
			(I) Estimated aggregate value as disclosed in the circular to shareholders dated 31 October 2025 (RM'000)	(II) Actual value transacted from 4 December 2025 to LPD (RM'000)	
		Silo storage charges Provision and/or procurement of software, software support/maintenance and other related services Procurement of event management, technical support and equipment rental services Fees for support function and packing of cementitious products services Hotel related services	68,400	44,973	62,420
		Purchase of supplies and spare parts and/or freight, handling and maintenance services	65,427	37,813	68,333
		Procurement of waste handling, operation and maintenance services	25,377	13,627	27,166
		Purchase of mobile and heavy equipment	75,620	74,620	68,058
		Total	**867,761**	**643,061**[Ω]	**940,709**

(b) The Recurrent Related Party Transactions which will be covered under the Proposed New Shareholder Mandate are identified below:-

Related Party	Interested Directors/ Major Shareholders/ Persons Connected	Nature of Recurrent Related Party Transactions with our Group	Estimated aggregate value during the validity period of mandate* (RM'000)
CEPCO Group	YTLSFH [(1)] YTLSH [(1)] YTL Corporation [(2)] YTL Cement [(3)] YTLSTC [(4)] Puan Sri Tan Kai Yong [(1)(2)(3)(5)(6)] Yeoh Siblings [(1)(2)(3)(6)]	Sales and purchases of cement, clinker, drymix, cementitious materials, aggregates, sand and concrete products	34,440
		Provision of shared services, including finance and accounting, tax, information technology, human resources, legal, administrative, consulting and other related corporate support services	742
		Total	**35,182**
NSL Group		Sales and purchases of cement, clinker, drymix and cementitious materials	55,845
		Sales and purchases of aggregates, sand and concrete products	18,732
		Provision of shared services, including finance and accounting, tax, information technology, human resources, legal, administrative, consulting and other related corporate support services Purchase of fuel, supplies and spare parts	1,438
		Total	**76,015**

Ω Total actual value transacted (II) had not exceeded the estimated aggregate value (I).

* The estimated values of transactions are based on expected price level, our Group's expected level of transactions and the projected business volume for 12 months from the date of the forthcoming AGM to the next AGM expected to be held in December 2027, being the period within which our next AGM has to be held.

§ Tenancy is for a term not exceeding 3 years with rental payable/receivable on a monthly basis.

Notes:

(1) YTLSFH and YTLSH are Major Shareholders of MCB Group, YTL Corporation Group, CEPCO Group and NSL Group. They are also Persons Connected with Puan Sri Tan Kai Yong and the Yeoh Siblings.

(2) YTL Corporation is a Major Shareholder of MCB Group, CEPCO Group, NSL Group and the subsidiaries, joint ventures and associated companies of YTL Corporation. YTL Corporation is also a Person Connected with Puan Sri Tan Kai Yong and the Yeoh Siblings.

(3) YTL Cement is a Major Shareholder of MCB Group, CEPCO Group, NSL Group and the subsidiaries, joint ventures and associated companies of YTL Cement. YTL Cement is also a Person Connected with Puan Sri Tan Kai Yong and the Yeoh Siblings.

(4) YTLSTC is a Major Shareholder of MCB Group, YTL Corporation Group, CEPCO Group and NSL Group by virtue of its shareholdings in YTLSFH which it holds in its capacity as trustee.

(5) Puan Sri Tan Kai Yong is a Major Shareholder of MCB Group, YTL Corporation Group, CEPCO Group and NSL Group by virtue of her beneficial interests (held through YTLSTC) in the shares of YTLSFH. Puan Sri Tan Kai Yong is also a Director of YTLSH, YTLSFH and YTLSTC.

(6) The Yeoh Siblings are the children of Puan Sri Tan Kai Yong. They are also Directors of YTL Corporation, YTLSH, YTL Cement and NSL. Except for Dato' Yeoh Soo Keng, the Yeoh Siblings are also Directors of YTLSFH and YTLSTC. The Yeoh Siblings are also Directors of CEPCO, save for Dato' Seri Yeoh Seok Hong and Dato' Yeoh Soo Keng. The Yeoh Siblings had interests in the ordinary shares of YTL Corporation only as at LPD.

2.4 AMOUNTS DUE AND OWING BY RELATED PARTIES PURSUANT TO THE RECURRENT RELATED PARTY TRANSACTIONS

As at financial year ended 30 June 2026, the outstanding amount due and owing to our Group by YTL Corporation Group under the Recurrent Related Party Transactions set out in section 2.3(a) totaled RM10,905,000. This amount exceeded the credit term for the following periods:

Period	Principal sum outstanding (RM'000)
1 year or less	10,905
More than 1 to 3 years	-
More than 3 to 5 years	-
More than 5 years	-
TOTAL	**10,905**

As at LPD, RM4,163,000 of the amount due and owing to our Group had been settled.

No late payment charges or interest were imposed on the overdue amounts as they are trade in nature and in line with our current practice.

Management monitors the outstanding debts on a regular basis and will continue to pursue for early settlement. The Board is optimistic that the overdue amount is recoverable.

2.5 RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDER MANDATE

The Recurrent Related Party Transactions entered or to be entered into from time to time by our Group with the Related Parties are all in the ordinary course of business and intended to meet the business needs of our Group at the best possible terms so as to achieve synergistic benefits within our Group. They are likely to occur with some degree of frequency and may be constrained by the time sensitive nature and confidentiality of such transactions, thus rendering it impractical to seek shareholders' approval on a case by case basis before entering into such Recurrent Related Party Transactions.

The Proposed Shareholder Mandate, which will be subject to annual review, will enable our Group to carry out the Recurrent Related Party Transactions which are necessary for our day-to-day operations on a more efficient and timelier basis, eliminating the need to make frequent announcements to Bursa Securities or convene separate general meetings to seek your approval as and when the transactions occur. This would help save valuable administrative time and expenses which could be better utilised towards pursuing our corporate objectives.

Additionally, the sale and purchase of goods and the provision of services between our Group and the Related Parties have the advantage of reliability in terms of quality of goods, standard of service and support, product information and knowledge. In addition, by transacting with the Related Parties, our Group would have the added advantage of confidence and familiarity with the background, financial well-being and management of these Related Parties, thus enabling more informed commercial decisions to be made and ensuring timely recovery of business debts from such parties. The sale of goods and provision of services to the Related Parties also provide an additional source of income, which will contribute to our Group's revenue and profitability.

The Related Parties which are involved in the Recurrent Related Party Transactions have also proven their reliability and expertise in their respective fields. In certain instances, the Related Parties provide our Group the support for its operational needs, thereby enabling greater efficiency and effectiveness in the utilisation of our Group's resources.

2.6 REVIEW PROCEDURES

Our Group has in place the following procedures to supplement existing internal procedures for general transactions to ensure that the transactions with Related Parties are undertaken on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public, consistent with our Group's usual business practices and policies and not to the detriment of the minority shareholders of our Company:

(i) Our Group will only enter into Recurrent Related Party Transactions after taking into account the pricing, terms and other relevant factors. At least two 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 products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by our Group based on that offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the Recurrent Related Party Transactions is not detrimental to our Group.

(ii) Records will be maintained to capture all Recurrent Related Party Transactions which are entered into pursuant to the Proposed Shareholder Mandate.

(iii) There are no thresholds for approval of Recurrent Related Party Transactions as all the transactions will be reviewed and approved by executive directors and/or senior management.

(iv) Records and reports on the Recurrent Related Party Transactions will be submitted by the accountant on a quarterly basis for review by the internal auditors.

(v) Internal auditors will then report their findings, if any, to our Audit and Risk Management Committee at its quarterly meetings. In its review of such transactions, our Audit and Risk Management Committee may, as it deems fit, request for additional information pertaining to the transactions under review from independent sources or advisers. Our Audit and Risk Management Committee will report their findings, if any, to the Board.

(vi) Our Board and Audit and Risk Management Committee shall have the overall responsibility of determining whether the review procedures and guidelines on the Recurrent Related Party Transactions are appropriate and sufficient. If a member of our Board or the Audit and Risk Management Committee has an interest (direct or indirect) in the Recurrent Related Party Transactions, he/she will abstain from deliberation and any decision making in respect of the said transaction.

(vii) If our Board and Audit and Risk Management Committee are of the view that the review procedures are no longer sufficient to ensure that the Recurrent Related Party Transactions are made on arm's length basis, on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders, they shall have the discretion to discharge, vary and/or modify or implement new and/or additional procedures and guidelines without the approval of the shareholders provided that such amended, varied, modified, new or additional procedures are no less stringent than the existing procedures and guidelines.

(viii) Disclosure will be made in the annual report of our Company of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholder Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements.

In addition, if the actual value of the Recurrent Related Party Transactions entered into by our Group exceeds the estimated value of the Recurrent Related Party Transactions disclosed in the circular to the shareholders on the Proposed Shareholder Mandate by 10% or more, our Company will make an immediate announcement to Bursa Securities.

2.7 STATEMENT BY AUDIT AND RISK MANAGEMENT COMMITTEE

Our Audit and Risk Management Committee has reviewed the procedures mentioned in section 2.6 and is of the view that the said procedures are sufficient to ensure that the Recurrent Related Party Transactions are not more favourable to Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

Our Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. Our Audit and Risk Management Committee reviews these procedures and processes on an annual basis.

2.8 APPROVAL/CONSENT REQUIRED

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

3. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

The direct and indirect interests in Shares of the Interested Directors and interested Major Shareholders/Persons Connected as at LPD are set out below:

Interested Director	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Sri (Sir) Yeoh Sock Ping, PSM, KBE	-	-	500,000 (1)	0.03
Dato' Sri Yeoh Sock Siong	-	-	2,100 (1)	*
Dato' Yeoh Seok Kian	3,000,000	0.18	-	-
Dato' Yeoh Soo Keng	13,000,000	0.78	-	-

Interested Major Shareholder/ Person Connected	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
YTL Cement	1,087,785,169	65.28	-	-
YTL Corporation	-	-	1,087,785,169(2)	65.28
YTLSH	23,000,000	1.38	1,087,785,169(2)	65.28
YTLSFH	-	-	1,110,785,169(3)	66.66
YTLSTC	-	-	1,110,785,169(4)	66.66
Puan Sri Tan Kai Yong	-	-	1,110,785,169 (5)	66.66

* *negligible*

Notes:

1. *Deemed interests by virtue of interests held through spouse and/or children pursuant to Section 59(11)(c) of the Act.*
2. *Deemed interests by virtue of interests held through YTL Cement pursuant to Section 8 of the Act.*
3. *Deemed interests by virtue of interests held through YTL Cement pursuant to Section 8 of the Act arising from its ownership of 100% of YTLSH.*
4. *Deemed interests by virtue of interests held through YTL Cement pursuant to Section 8 of the Act arising from its ownership of 100% of YTLSFH in its capacity as trustee.*
5. *Deemed interests by virtue of interests held through YTL Cement pursuant to Section 8 of the Act arising from her beneficial interests (held through YTLSTC in its capacity as trustee) in YTLSFH.*

Save as disclosed above, none of the other Interested Directors, interested Major Shareholders/Persons Connected with them has any interests in the Shares (direct or indirect) as at LPD.

As at LPD, Persons Connected with the Yeoh Siblings (i.e. spouse, children or corporate bodies connected with them) collectively have interests in shares (direct or indirect) totaling 0.03% in our Company and 1.32% in YTL Corporation, and have no interest in CEPCO and NSL. They do not have other interest such as commission or other kinds of benefit, arising from the Recurrent Related Party Transactions with MCB Group, YTL Corporation Group, CEPCO Group or NSL Group. In accordance with Paragraph 10.08(7)(a) of the Listing Requirements, they will abstain from voting in respect of their direct and/or indirect shareholdings on the Proposed Shareholder Mandate at the forthcoming AGM.

Our Interested Directors, have abstained and will continue to abstain from Board deliberations and voting pertaining to the Proposed Shareholder Mandate.

Our Interested Directors, interested Major Shareholders and Persons Connected with them will abstain from voting in respect of their direct and indirect shareholdings on the Proposed Shareholder Mandate at the forthcoming AGM.

In addition, our Interested Directors and/or interested Major Shareholders has/have undertaken that he/she/they will ensure that Persons Connected with him/her/them will abstain from voting on the resolution, deliberating or approving the Proposed Shareholder Mandate at the forthcoming AGM.

Save as aforesaid, none of the other Directors, Major Shareholders of MCB and/or Persons Connected with them has any interest, direct or indirect, in the Proposed Shareholder Mandate.

4. DIRECTORS' STATEMENT/RECOMMENDATION

Our Board (save for the Interested Directors), having considered all aspects of the Proposed Shareholder Mandate, is of the opinion that the Proposed Shareholder Mandate is in the best interest of our Company and shareholders and accordingly, recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholder Mandate to be tabled at the forthcoming AGM.

5. AGM

Our Seventy-Sixth AGM, the notice of which is set out in the Annual Report 2026, will be held at Mayang Sari Grand Ballroom, Lower Level 3, JW Marriott Hotel Kuala Lumpur, 183 Jalan Bukit Bintang, 55100 Kuala Lumpur on Thursday, 3 December 2026 at 3.30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, approving, *inter alia*, the ordinary resolution on the Proposed Shareholder Mandate.

The Notice of the AGM together with the Form of Proxy and Administrative Guide may be downloaded from our Company's website at https://ytlcement.my/investor-relations/meetings.

If you are unable to attend and vote in person at the AGM, you may appoint a proxy or proxies to do so in your stead by following the instructions set out in the Form of Proxy. The Form of Proxy must be deposited at either of the following offices of Vistra:

Office		Drop Box
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia	or	Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia

or lodged electronically via Vistra Share Registry and IPO (MY) Portal at https://srmy.vistra.com, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

The lodgment of the Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

6. FURTHER/ADDITIONAL INFORMATION

You are requested to refer to the attached Appendix I for further/additional information.

Yours faithfully
For and on behalf of the Board of Directors of
MALAYAN CEMENT BERHAD

YAP SENG CHONG
Chairman of the Audit and Risk Management Committee

FURTHER/ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by our Directors who collectively and individually accept full responsibility for the accuracy of the information contained herein. Our Directors confirm that after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Neither our Company nor our subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither our Company nor our subsidiaries are involved in any material litigation, claims or arbitration either as plaintiff or defendant, and we are not aware of any material litigation, claims or arbitration pending or threatened against our Company or our subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at 33rd Floor, Menara YTL, 205 Jalan Bukit Bintang, 55100 Kuala Lumpur, Wilayah Persekutuan, Malaysia, during normal office hours (except for public holidays) from the date of this Circular up to and including the date of the AGM:

(i) Constitution of our Company;

(ii) Audited financial statements of our Company for the financial years ended 30 June 2025 and 30 June 2026.