

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 only perused through this Circular in respect of the proposed new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

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.



LAMBO GROUP BERHAD
Registration No. 200001014881 (517487-A)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

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

The above proposal will be tabled as Special Business at the Twenty-Third (23rd) Annual General Meeting (“AGM”) of Lambo Group Berhad (“LAMBO” or “the Company”), which will be conducted on a virtual basis and entirely via remote participation and voting from the broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan via online meeting platform at <https://rebrand.ly/LamboAGM> on Monday, 11 March 2024 at 10.00 a.m. The Notice of AGM together with the Form of Proxy are enclosed in the Company’s 2023 Annual Report.

A member entitled to attend, participate, speak and vote at the AGM is entitled to appoint a proxy or proxies to attend, participate, speak and vote on his/ her behalf. In such event, the completed and signed Form of Proxy must be lodged at the Share Registrar’s office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via facsimile no. 03-6201 3121 or via e-mail at ir@shareworks.com.my, on or before the date and time as indicated below or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude you from attending, participating, speaking and voting in person at the AGM should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Sunday, 10 March 2024 at 10.00 a.m.

Date and time of Twenty-Third (23rd) AGM : Monday, 11 March 2024 at 10.00 a.m.

This Circular is dated 31 January 2024

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

- “2023 Annual Report” : Annual Report of LAMBO issued for the financial year ended 30 September 2023
- “Act” : The Companies Act 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
- “AGM” : Annual General Meeting
- “ARMC” : The Audit and Risk Management Committee of LAMBO
- “Board” : The Board of Directors of LAMBO
- “Bursa Securities” : Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
- “Circular” : Circular to Shareholders in relation to the Proposed Shareholders’ Mandate
- “Cheetah” : Cheetah Holdings Berhad [199701014907 (430404-H)]
- “Cheetah Group” : Cheetah and its subsidiaries
- “Director” : 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) a director of the Company, its subsidiary or holding company; or
 - (b) a chief executive of the Company, its subsidiary or holding company
- “EPS” : Earnings per Share
- “LPD” : 8 January 2024, being the latest practicable date prior to the printing of this Circular
- “LAMBO” or “the Company” : Lambo Group Berhad
- “LAMBO Group” or “the Group” : LAMBO and its subsidiaries
- “LAMBO Share(s)” or “Share(s)” : Ordinary Shares of LAMBO
- “Listing Requirements” : ACE Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
- “Major Shareholder(s)” : A person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares is:

DEFINITIONS (CONT'D)

- “Major Shareholder(s)”
(*cont'd*) : (a) equal to or more than 10% of the total number of the voting shares in the Company; or
- (b) equal to or more than 5% of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act and "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 the Company, its subsidiary or holding company

- “NA” : Net assets attributable to ordinary equity holders of LAMBO
- “Proposed Shareholders’ Mandate” : Proposed new shareholders’ mandate and renewal of existing shareholders’ mandate for LAMBO Group to enter into RRPT(s) of a revenue or trading nature
- “Related Party(ies)” : Director(s), major shareholder(s), chief executive(s) of LAMBO and/or person(s) connected to them
- “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
- “Shareholders” : Shareholders of LAMBO
- “Substantial Shareholder(s)” : A person who has interest or interests in one or more voting Shares in the Company and the number of that Share, or aggregate number of those Shares, is not less than 5% of the total number of all the voting Shares in the Company
- “XOX” : XOX Bhd [201001016682 (900384-X)]
- “XOX Group” : XOX and its subsidiaries

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

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 a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

TABLE OF CONTENTS

LETTER TO THE SHAREHOLDERS CONTAINING :	PAGE
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE	2
3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE	9
4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE	9
5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED TO THEM	9
6. APPROVALS REQUIRED	11
7. DIRECTORS' RECOMMENDATION	11
8. ANNUAL GENERAL MEETING	11
9. FURTHER INFORMATION	11
APPENDIX I	12
EXTRACT OF THE NOTICE OF TWENTY-THIRD (23 RD) AGM	13



LAMBO GROUP BERHAD
Registration No. 200001014881 (517487-A)
(Incorporated in Malaysia)

Registered Office:
22-09, Menara 1MK
No. 1 Jalan Kiara, Mont Kiara
50480 Kuala Lumpur

31 January 2024

Board of Directors:

Hj. Abdullah Bin Abdul Rahman	<i>(Independent Non-Executive Director / Chairman)</i>
Koo Kien Yoon	<i>(Executive Director)</i>
Ng Chee Kin	<i>(Independent Non-Executive Director)</i>
Khor Chin Fei	<i>(Independent Non-Executive Director)</i>
Datuk Salmah Hayati Binti Ghazali	<i>(Independent Non-Executive Director)</i>

To : The Shareholders of LAMBO

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the AGM of the Company held on 16 March 2023, the Company sought and obtained from its shareholders the general mandate for LAMBO 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 LAMBO Group's day to day operations. In accordance with the Listing Requirements, the aforesaid mandate shall lapse at the conclusion of the forthcoming Twenty-Third (23rd) AGM of the Company unless authority for its renewal is obtained from the Shareholders.

On 24 January 2024, the Board of Directors of LAMBO announced that the Company has proposed to seek its shareholders' approval for the Proposed Shareholders' Mandate pursuant to Rule 10.09 of the Listing Requirements at the Twenty-Third (23rd) AGM of the Company.

The purpose of this Circular is to provide you with the relevant information of the Proposed Shareholders' Mandate and to seek your approval on the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming Twenty-Third (23rd) AGM, which will be held on Monday, 11 March 2024 at 10.00 a.m. The notice of the Twenty-Third (23rd) AGM together with the Form of Proxy is enclosed in the 2023 Annual Report of the Company for the financial year ended 30 September 2023.

SHAREHOLDERS OF LAMBO ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING TWENTY-THIRD (23RD) AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Rule 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPT(s) subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties 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 share capital of RM60.0 million and above:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT(s) 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 circular 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(s). An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPT(s); and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT(s) entered into by the listed issuer, exceeds the estimated value of the RRPT(s) disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.1 Principal Activities of LAMBO Group

The principal activity of LAMBO is investment holding and provision of information technology related products and services, while its subsidiaries and their principal activities are set out in the table below:

Name of company	Percentage of shares held (%)	Principal Activities
Lamboplace Sdn. Bhd.	100	General trading and retail sales of any kind of products over the internet platform, wholesale of food, beverage, and tobacco and operator of restaurant, bar and retail sale of food and beverage.
Lambomove Sdn. Bhd.	100	Provision of logistics services and sublease and administrator of right-of-use assets.
Lambopay Sdn. Bhd.	100	Dormant.
Seaceramart Sdn. Bhd.	100	Trading of building materials, selling of rice, food & beverages and mart.
Lambo BBB Sdn. Bhd.	60	Dormant.
Lambo Blockchain Pte. Ltd.	100	Dormant.
Oriented Media Holdings Limited	100	Investment holding.
<i>Company held by Lamboplace Sdn. Bhd.</i>		
Gen M Prominent Sdn. Bhd.	80	Provision of management consultancy activities, organisation, promotions and/or management of events.

Due to the diversity of LAMBO Group's businesses, it is anticipated that LAMBO 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 Shareholders' Mandate for LAMBO 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 normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders. Such mandate will enable the Group to enter into the RRPT(s) without the necessity, in most instances, to make the otherwise announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPT(s) will also be subject to the review procedures set out in Section 2.6 below.

2.2 Categories of RRPT(s)

In the course of LAMBO Group's business, it is anticipated that LAMBO Group may enter into the RRPT(s) by providing/acquiring the products and services to/by the Related Parties and the types of RRPT(s) to be covered by the Proposed Shareholders' Mandate include the followings:

- (a) Purchase/Sale of fashion/consumer products including food and beverages;
- (b) Provision of logistics, fulfilment, warehousing and storage services; and
- (c) Provision of renting and operational leasing of trucks.

The inclusion of the abovementioned transactions in the Proposed Shareholders' Mandate will facilitate such transactions by LAMBO Group with the Related Parties that arise in the normal course of operations of the Group in a more expeditious manner.

2.3 Validity Period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of LAMBO 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 the Proposed Shareholders' Mandate.

(The Remainder of This Page Has Been Intentionally Left Blank)

2.4 Classes of Related Parties and Nature of RRPT(s)

The Proposed Shareholders' Mandate will apply to the transactions with the following companies:

a) Proposed New Shareholders Mandate

Related Party and its Principal Activities	LAMBO Group - Transacting Party	Nature of Transaction with LAMBO Group	Actual value transacted (from 16 March 2023, being the date of last AGM held by LAMBO, to the LPD) # (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM # (RM'000)	Estimated value of transaction for the period from the forthcoming Twenty-Third (23 rd) AGM to the next AGM * (RM'000)	Interested Director, Major Shareholders and Chief Executive and nature of their relationship with Related Party
XOX Group – Mobile telecommunications products and services, e-Wallet services, electronic commerce (E-Commerce) solutions, and digital advertising	LAMBO Group	Provision of logistics, fulfilment, warehousing and storage services by LAMBO Group	29	12	1,000	Cheetah Marketing Sdn. Bhd. is a Major Shareholder of LAMBO with a shareholding of 21.2%.
		Provision of renting and operational leasing of trucks by LAMBO Group	5	13	1,000	Cheetah is a Major Shareholder of LAMBO by virtue of its interest in Cheetah Marketing Sdn. Bhd. pursuant to Section 8(4) of the Act.
		Purchase of consumer products including but not limited to food and beverage, phone accessories, IT related products from LAMBO Group	233	-	20,000	XOX is a Major Shareholder of Cheetah with indirect interest of 20.85% through its shareholding in XOX (Hong Kong) Limited. XOX (Hong Kong) Limited has a direct interest of 20.85% in Cheetah.

a) Proposed renewal of the shareholders' mandate which was approved by the shareholders at the last AGM of the Company held on 16 March 2023

Related Party and its Principal Activities	LAMBO Group - Transacting Party	Nature of Transaction with LAMBO Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 31 January 2023* (RM'000)	Actual value transacted (from date of AGM on 16 March 2023 to the LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Twenty-Third (23 rd) AGM to the next AGM * (RM'000)	Interested Director, Major Shareholders and Chief Executive and nature of their relationship with Related Party
Cheetah Group - Product designing, product development, marketing and dealers of garments, apparels and ancillary products such as licensed products, bags, customised apparels, accessories and electronic commerce (E-Commerce)	LAMBO Group	Purchase of fashion/consumer products including food and beverages from LAMBO Group	100,000	6,017	100,000	Cheetah Marketing Sdn Bhd is a Major Shareholder of LAMBO with a shareholding of 21.2%. Cheetah also a Major Shareholder of LAMBO by virtue of its interest in Cheetah Marketing Sdn. Bhd. pursuant to Section 8(4) of the Act.
		Sale of fashion/consumer products including food and beverages to LAMBO Group	5,000	-	5,000	
		Provision of logistics, fulfilment, warehousing and storage services by LAMBO Group	10,000	615	10,000	

Notes on Nature of Transaction:

The Directors of LAMBO will ensure that the aggregate percentage ratio of the RRPT from 16 March 2023 until the forthcoming AGM to be held on 11 March 2024 will be less than 5%.

* The estimated values are calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and subject to changes.

2.5 Amount Due and Owing Under Recurrent Related Party Transactions

As at LPD, there is no amount due and owing to LAMBO Group which has exceeded the credit term given arising from the RRPT(s) as per Section 2.4.

2.6 Review Methods or Procedures for the Recurrent Related Party Transactions

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

The review and disclosure procedures are as follows:

- (a) 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;
- (b) 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;
- (c) some transactions may be on a cost recovery basis, being recovery of part of the costs for sharing or provision of some services or on a negotiated basis where both parties would contract on terms which are mutually acceptable and beneficial;
- (d) the management of LAMBO Group is cognisant that, all RRPT(s) 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 and 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. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there have not been any similar or substantially similar transactions between LAMBO Group and unrelated third parties, the terms and prices of the transactions for the products or services will be in accordance with the usual business practices of the Group to ensure that the RRPTs is not detrimental to LAMBO Group;
- (e) where RRPT(s) is one with a value equal to or in excess of RM1.0 million or 1% of LAMBO's NA of the latest audited consolidated financial statements (whichever is higher), it will be reviewed by ARMC and recommended to be approved by the Board of Directors who has no interest in the transaction. Where the RRPT(s) is one with a value below RM1.0 million or 1% of LAMBO's NA of the latest audited consolidated financial statements (whichever is higher), it will be reviewed and approved by any one (1) of the Executive Director or the Board members who has no interest in the transaction;
- (f) if a member of the Board or of the ARMC 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 ARMC in respect of the said transactions;

- (g) the ARMC shall amongst others, review any RRPT(s) 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;
- (h) records will be maintained by the respective companies to capture all RRPT(s) which are entered pursuant to the shareholders' mandate;
- (i) the ARMC 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;
- (j) the Board and ARMC shall review the internal audit reports to ascertain that the guidelines and procedures to monitor RRPT(s) have been complied with; and
- (k) the Board shall have overall responsibility for the determination of the review procedures. If a member of the Board and ARMC has an interest in the transaction to be reviewed by the Board and ARMC, as the case may be, he will abstain from any decision making by the Board or ARMC in respect of the said transaction.

2.7 Statement by Audit and Risk Management Committee

The ARMC has the overall responsibility of determining whether the procedures for reviewing all RRPT(s) are appropriate. The ARMC will review and ascertain at least once a year whether the procedures established to monitor RRPT(s) have been complied with. If it is determined that the procedures stated in Section 2.6 are inadequate to ensure that (i) the RRPT(s) 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 ARMC 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 ARMC will review the existing procedures and processes, on an annual basis and as and when required, to ensure that the RRPT(s) are at all times carried out on commercial terms consistent with LAMBO Group's usual business practices and policies.

The ARMC of the Company has reviewed the procedures and processes set out in Section 2.6 above and is satisfied that the said procedures and processes are sufficient to ensure that the RRPT(s) will be carried out on commercial terms consistent with LAMBO Group's usual business practices and policies and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders. Any member of the ARMC who is interested in any transaction shall abstain from reviewing and deliberating on such transaction.

The ARMC is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises.

2.8 Disclosure of Recurrent Related Party Transactions

Disclosure will be made in the annual report of the Company in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT(s) entered into during the financial year based on the following information:

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

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

3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable LAMBO Group to carry out RRPT(s) 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 the convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channelled towards attaining other corporate objectives.

The RRPT(s) carried out within LAMBO Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPT(s) are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close co-operation and a good understanding of each other's business needs, thus providing a platform where all parties can benefit from conducting the RRPT(s).

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed 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 LAMBO.

5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED TO THEM

As at LPD, the direct and indirect interests of the Directors, Major Shareholders and/or Chief Executive of LAMBO and/or person connected to them who are interested and/or do not consider themselves independent in the RRPT(s) are as follows:

	Direct		Indirect	
	No. of LAMBO Shares	%	No. of LAMBO Shares	%
<u>Directors</u>				
Hj. Abdullah Bin Abdul Rahman				
Koo Kien Yoon	108,525,160	7.05		
Khor Chin Fei				
Ng Chee Kin				
Datuk Salmah Hayati Binti Ghazali				
<u>Major Shareholder</u>				
Cheetah Marketing Sdn. Bhd.	326,597,400	21.20	-	-
Cheetah Holdings Berhad	-	-	326,597,400 ⁽¹⁾	21.20
XOX	-	-	-	-
XOX (Hong Kong) Limited	-	-	-	-

Note:

(1) Deemed interested by virtue of its interest in Cheetah Marketing Sdn. Bhd. pursuant to Section 8(4) of the Act.

Cheetah and Cheetah Marketing Sdn. Bhd. (collectively as “Interested Major Shareholders”), will abstain from voting in respect of their direct and/or indirect shareholdings in LAMBO at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders’ Mandate.

The Interested Major Shareholders has 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 Shareholders’ Mandate at the forthcoming AGM.

For information, XOX and XOX (Hong Kong) Limited does not hold any shares in LAMBO, directly or indirectly, as at LPD. In the even they hold shares, directly or indirectly, in LAMBO, they will abstain from voting in respect of their direct and/or indirect shareholdings in LAMBO at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders’ Mandate. They will also 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 Shareholders’ Mandate at the forthcoming AGM.

As at LPD, none of the Directors of the Company are deemed interested in the Proposed Shareholders’ Mandate. However, should there is any change in the situation which resulted any of the Director deemed interested in Proposed Shareholders’ Mandate, the said interested directors will abstain from all deliberations and voting on the matters relating to the Proposed Shareholder’ Mandate at Board meetings and will also abstain from voting in respect of their direct and/or indirect shareholdings in LAMBO at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders’ Mandate. They will also 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 Shareholders’ Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Chief Executive of LAMBO and/or persons connected to them have any interest, directly or indirectly in the Proposed Shareholders' Mandate.

6. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming Twenty-Third (23rd) AGM to be convened.

7. DIRECTORS' RECOMMENDATION

The Directors of LAMBO having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and accordingly, the Board recommends that the shareholders of LAMBO vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming Twenty-Third (23rd) AGM of the Company.

8. ANNUAL GENERAL MEETING

The ordinary resolution to vote on the Proposed Shareholders' Mandate is set out in the Notice of Twenty-Third (23rd) AGM contained in 2023 Annual Report of the Company. The Twenty-Third (23rd) AGM will be held on a virtual basis and entirely via remote participation and voting from the broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan via online meeting platform at <https://rebrand.ly/LamboAGM> on Monday, 11 March 2024 at 10.00 a.m. The Notice of the Twenty-Third (23rd) AGM, together with the Proxy Form, are set out in the 2023 Annual Report of the Company, which is dispatched together with this Circular.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the 2023 Annual Report in accordance with the instructions printed therein as soon as possible so as to arrive at the Share Registrar Office of the Company, ShareWorks Sdn. Bhd., at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via facsimile no. 03-6201 3121 or via e-mail at ir@shareworks.com.my not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. The lodging of the Form of Proxy will not preclude you from attending the AGM and voting in person should you subsequently wish to do so.

9. FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board
LAMBO GROUP BERHAD

Hj. Abdullah Bin Abdul Rahman
Independent Non-Executive Director / Chairman

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of LAMBO 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

LAMBO and its subsidiaries have not entered into any material contracts (including contract not reduced into writing), not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, the Board confirmed that neither the Company nor its subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or financial performance of the Group and the Board confirmed that there are no proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or financial performance of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 22-09, Menara 1MK, No. 1 Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the Twenty-Third (23rd) AGM:

- (a) The Constitution of LAMBO; and
- (b) The audited financial statements of LAMBO for the financial period ended 30 September 2022 and financial year ended 30 September 2023.

EXTRACT OF THE NOTICE OF TWENTY-THIRD (23RD) AGM

9. Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Ordinary
Resolution 8

"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 January 2024 for the purposes of Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:

- (i) the transactions are necessary for the day to day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340 (2) of the Companies Act 2016 ("the Act") (but 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 a general meeting,

whichever is the earlier.

- (iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:
 - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
 - (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,

whichever is the higher;

and amongst other, based on the following information:

- (a) the type of the Recurrent Related Party Transactions made; and

- (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with LAMBO Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

(The Remainder of This Page Has Been Intentionally Left Blank)