

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad (“Bursa Securities”) has only perused the contents of this Circular on a limited review basis pursuant to the provision of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities, prior to the issuance of this Circular.

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.



RADIUM DEVELOPMENT BERHAD

Registration No. 201301009006 (1038848-V)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

**PROPOSED SHAREHOLDERS’ RATIFICATION FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

AND

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

(COLLECTIVELY THE “PROPOSED SHAREHOLDERS’ MANDATE” OR “PROPOSALS”)

The Proposed Shareholders’ Mandate will be tabled at the Extraordinary General Meeting (“EGM”) of Radium Development Berhad to be conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 14 September 2023 at 10.00 a.m. For further information, please refer to the Notice of EGM. The Notice of EGM together with the Proxy Form are enclosed herein.

The completed and signed Proxy Form should be lodged at the office of Boardroom Share Registrars Sdn. Bhd. (“Poll Administrator”) at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Proxy Form shall be treated as invalid. Alternatively, the Proxy Form may also be electronically submitted via the Poll Administrator’s website, Boardroom Smart Investor Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your Proxy Form electronically not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof. Please refer to the Administrative Guide for further information on electronic submission. The lodging of the Proxy Form shall not preclude you from participating in the online EGM should you subsequently wish to do so.

Last day and time for lodging the Proxy Form : Tuesday, 12 September 2023 at 10.00 a.m.
Date and time of the EGM : Thursday, 14 September, 2023 at 10.00 a.m.

This Circular is dated 21 August 2023

DEFINITIONS

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

- “Act” : The Malaysian Companies Act, 2016 as amended from time to time and any re-enactment thereof
- “AGM” : Annual General Meeting
- “Board” : The Board of Directors of the Company
- “Bursa Securities” : Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
- “CCM” : Companies Commission of Malaysia
- “Circular” : This circular to the shareholders of the Company dated 21 August 2023
- “Director” : Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Shareholders’ 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 a chief executive of the Company, its subsidiary or holding company
- “EGM” : Extraordinary General Meeting
- “Listing Date” : 31 May 2023, the date of listing of the Company on the main market of Bursa Securities
- “Listing Requirements” : Main Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
- “LPD” : 31 July 2023, being the latest practicable date prior to the printing of this Circular
- “Major Shareholder(s)” : A person who has an interest or interests in one or more voting shares in a company and the number or the aggregate number of those shares, is:
- (a) 10% or more of the total number of voting shares in the company; or
 - (b) 5% or more of the total number of voting shares in the company where such person is the largest shareholder of the company;
- and 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 as defined above or any other company which is its subsidiary or holding company

For the purpose of this definition, “interest in shares” shall have the same meaning given in Section 8 of the Act

- “Mandate Period” : The period during which the RRPTs are to be entered into for which the Proposed New Shareholders’ Mandate is being sought. This period shall commence immediately upon the passing of the ordinary resolution for the Proposed New Shareholders’ Mandate during the forthcoming EGM or any adjournment thereof until:
- (a) The conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM;
 - (b) The expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) Revoked or varied by an ordinary resolution passed by the shareholders in a general meeting.
- whichever is the earlier
- “Ordinary Shares” : Ordinary shares of the Company
- “Person(s) Connected” : In relation to a Director or a Major Shareholder, shall have the meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements
- “Proposed New Shareholders’ Mandate” : Proposed new shareholders’ mandate for RRPTs of a revenue or trading nature to be entered into by Radium Group with Related Party(ies)
- “Proposed Shareholders’ Mandate” or “Proposals” : Collectively, Proposed Shareholders’ Ratification and Proposed New Shareholders’ Mandate
- “Proposed Shareholders’ Ratification” : Proposed shareholders’ ratification from the shareholders of the Company for the RRPTs entered into by the Group for the period commencing from Listing Date to the date of the forthcoming EGM
- “Ratification Period” : Period during which the RRPTs were entered into for which the Proposed Shareholders’ Ratification is sought. This period shall commence from the Listing Date to the date of the forthcoming EGM
- “Radium” or “Company” : Radium Development Berhad (Registration No. 201301009006 (1038848-V))
- “Radium Group” or “Group” : Radium and its subsidiaries, collectively
- “Related Party(ies)” : Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)

“Related Party Transaction(s)” or “RPT(s)”	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party
“Recurrent Related Party Transaction(s)” or “RRPT(s)”	:	Related Party Transaction(s) involving recurrent transaction(s) of a revenue or trading nature which is necessary for Radium Group’s day-to-day operations and within the ordinary course of business entered into by the Group, which involves the interest, direct or indirect, of Related Party(ies)
“RM” and “Sen”	:	Ringgit Malaysia and sen, respectively
“Securities Commission”	:	Securities Commission Malaysia

All references to “**you**” in this Circular are to our shareholders.

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

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

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

Any discrepancies in the tables between the amounts listed, actual figures and the totals in this Circular are due to rounding.

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RADIUM DEVELOPMENT BERHAD

Registration No. 201301009006 (1038848-V)
(Incorporated in Malaysia)

Registered Office:
62C, Jalan SS21/62
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

21 August 2023

Board of Directors:

Tan Sri Mhd Amin Nordin bin Abd Aziz (*Independent Non-Executive Chairman*)
Datuk Gan Kah Siong (*Non-Independent Group Managing Director*)
Gan Tiong Kian (*Non-Independent Executive Director*)
Gan Kok Peng (*Non-Independent Executive Director*)
Chai Woon Hou (*Non-Independent Executive Director*)
Datuk Sydney Lim Tau Chin (*Non-Independent Non-Executive Director*)
Nor Zaemah binti Zainuddin (*Independent Non-Executive Director*)
Koay Lean Lee (*Independent Non-Executive Director*)
Nurazlin binti A. Samad (*Independent Non-Executive Director*)
Phang Sweet Lee (*Independent Non-Executive Director*)

To: The Shareholders of Radium Development Berhad

Dear Sir/Madam

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 21 July 2023, the Board of the Company announced the Company's intention to seek shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming EGM.

Bursa Securities had via its letter dated 11 August 2023 granted Radium an extension of time from the Listing Date until the forthcoming EGM, to obtain shareholders' mandate and ratification for RRPTs entered into by Radium for the period commencing from the Listing Date to the forthcoming EGM.

The purpose of this Circular is to provide you with details pertaining to the Proposed Shareholders' Mandate and to seek your approval for the resolution thereto to be tabled at the forthcoming EGM. The Notice of EGM together with the Proxy Form are enclosed herein.

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

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek shareholders' mandate in respect of RRPTs, 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 shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed as follows: -
 - (a) the consideration, value of the assets, capital outlay or costs of the RRPTs is equal to RM1 million or more; or
 - (b) the percentage ratio of such RRPTs is 1% or more,whichever is higher.
- (iii) the Company's Circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain a mandate from the shareholders, the interested Related Party(ies) must not vote on the resolution approving the transactions and ensuring that Person(s) Connected with them abstain from voting on the resolution approving the transactions; and
- (v) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where the Company has procured shareholders' mandate in respect of RRPTs, the provisions of Paragraph 10.08 of the Listing Requirements will not apply during the validity period of the mandate.

The Radium Group had, in its ordinary course of business, entered into certain RRPTs and it is anticipated that companies within Radium Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 2.5 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Accordingly, the Board proposes to seek its shareholders' approval for the Proposed Shareholders' Ratification on those RRPTs entered into by Radium Group during the Ratification Period, as well as for the Proposed New Shareholders' Mandate for future RRPT(s) to be entered into during the Mandate Period.

The RRPTs that are contemplated under the Proposals comply with Paragraph 10.09(2) and the relevant provisions under item 3.1 and 3.2 of Practice Note 12 of Listing Requirements.

2.2 Validity Period of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate, if approved by majority shareholders at the EGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming EGM and shall continue to be in force until: -

- (a) the conclusion of the next AGM of the Company following the forthcoming EGM at which the Proposed New Shareholders' Mandate is passed, at which time such mandate will lapse, unless by a resolution passed at a general meeting, the Proposed New Shareholders' Mandate is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must 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.

Thereafter, approval from shareholders will be sought for a renewal and/ or new shareholders' mandate at each subsequent AGM of the Company.

2.3 Principal Activities of the Group

The Company is principally an investment holding company. Its subsidiaries are principally involved in property development, hotel services and the provision of management services.

As at the LPD, the subsidiaries of the Company are as follows: -

Name	Effective interest %
Fitrah Resources Sdn. Bhd.	80.00
Omega Edisi Sdn. Bhd.	100.00
Vistarena Development Sdn Bhd.	80.00
Idaman Sejiwa (Ampang) Sdn. Bhd.	100.00
Total Solid Holdings Sdn. Bhd.	100.00
Pavilion Integrity Sdn. Bhd.	80.00
Constant Premium Sdn. Bhd.	100.00
Ambanang Development Sdn. Bhd.	100.00
Rasa Wangi Development Sdn. Bhd.	100.00
Montanica Development Sdn. Bhd.	100.00
Tradisi Emas Sdn. Bhd.	100.00
Radium Global Sdn. Bhd.	100.00
Radium Management Services Sdn. Bhd.	100.00

2.4 Classes of Related Parties

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

	Related Parties	Principal Activities
(i)	Southern Score Sdn. Bhd.	Provision of construction management services mainly for high-rise residential buildings
(ii)	Platinum Victory Holdings Sdn. Bhd.	Investment holding
(iii)	Marques Land Sdn. Bhd.	Property developer
(iv)	Megan Projek Sdn. Bhd.	Investment holding and real estate activities
(v)	Property Hero Sdn. Bhd.	Provision of sales support and marketing consultancy services, customer care services for property and other ancillary services
(vi)	MH Platinum Sdn. Bhd.	Investment holding
(vii)	MHP3 Sdn. Bhd.	Property development
(viii)	MHP5 Sdn. Bhd.	Property development
(ix)	Platinum Victory Development Sdn. Bhd.	Property developer
(x)	Platinum Victory Resorts Sdn. Bhd.	Acquiring, managing, operating hotel, motel, clubs, restaurant, resorts and places of amusement
(xi)	Platinum Victory Facestyle Sdn. Bhd.	Hotels and resorts management
(xii)	Unigreen Hardware Supplies	Trading in hardware
(xiii)	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian and Persons Connected with them	N/A

2.5 Nature of RRPTS

The types of RRPT which will be covered by the Proposed Shareholders' Mandate are transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Radium Group and are on terms not more favourable to the Related Parties than those generally available to the public, as set out below: -

(a) Proposed Shareholders' Ratification:

Transacting Related Party(ies)	Interested Director(s)/Major Shareholder(s) of Radium	Nature of relationship with transacting Related Party(ies)	Nature of Transactions	Proposed Shareholders' Ratification		
				*Estimated value of transactions from the Listing Date up to the forthcoming EGM (RM'000)	Actual value of transactions from the Listing Date up to the LPD (RM'000)	*Estimated value to be transacted from the LPD up to the forthcoming EGM (RM'000)
Southern Score Sdn. Bhd. ("SSSB")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is an indirect major shareholder and director of SSSB ⁽¹⁾	Provision of construction management services to Radium and its subsidiaries ~	3,652 -	2,702	950
Marques Land Sdn. Bhd. ("MLSB")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is an indirect major shareholder of MLSB ⁽²⁾	Rental of premises charged to Fitrah Resources Sdn. Bhd. **	97	38	59
Megan Projek Sdn. Bhd. ("MPSB")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is an indirect major shareholder and director of MPSB ⁽²⁾	Rental of premises charged to Fitrah Resources Sdn. Bhd. @	39	-	39

Transacting Related Party(ies)	Interested Director(s)/Major Shareholder(s) of Radium	Nature of relationship with transacting Related Party(ies)	Nature of Transactions	Proposed Shareholders' Ratification		
				*Estimated value of transactions from the Listing Date up to the forthcoming EGM (RM'000)	Actual value of transactions from the Listing Date up to the LPD (RM'000)	*Estimated value to be transacted from the LPD up to the forthcoming EGM (RM'000)
Property Hero Sdn. Bhd. ("PHSB")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a director of PHSB	Provision of vacant possession services to Radium and its subsidiaries	18	18	-
Platinum Victory Development Sdn. Bhd. ("PVD")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a major shareholder and director of PVD	Licensing fee charged to Omega Edisi Sdn. Bhd. Ω Outdoor advertising signboard charged to Omega Edisi Sdn. Bhd.	30 4	30 2	- 2
Platinum Victory Facestyle Sdn. Bhd. ("PVF")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a major shareholder and director of PVF	Provision of food and beverage, hotel accommodation as well as event organisation related services to Fitrah Resources Sdn. Bhd.	10	10	-

Transacting Related Party(ies)	Interested Director(s)/Major Shareholder(s) of Radium	Nature of relationship with transacting Related Party(ies)	Nature of Transactions	Proposed Shareholders' Ratification		
				*Estimated value of transactions from the Listing Date up to the forthcoming EGM (RM'000)	Actual value of transactions from the Listing Date up to the LPD (RM'000)	*Estimated value to be transacted from the LPD up to the forthcoming EGM (RM'000)
Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian and Persons Connected with them	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Datuk Gan Kah Siong is director and major shareholder of Radium, whereas Gan Kok Peng and Gan Tiong Kian are directors of Radium	Sale of properties in the ordinary course of business by Radium and its subsidiaries of not more than 10% of any one of the percentage ratios as defined in the Listing Requirements. #	1,070	1,070	-

* *The estimated values are based on historical data and best estimates by Management. The actual value of the transactions may vary from the estimated value disclosed above and are subject to changes.*

~ *Construction management is a professional service that provides land/project's owner(s) with effective management of the project's schedule, cost, quality, safety, scope, and function.*

** *The address of the premises is G-13, G-14, I-13, I-14, I-15, I-16, pillars at Ground Floor, external wall lift lobby & glass sticker at Taska Unit, Residensi Platinum Arena, No. 116, Jalan Klang Lama, Batu 5 ½, Taman Sentosa, 58000 Kuala Lumpur.*

@ *The address of the premises is I-11 & I-12, Residensi Platinum Arena, No. 116, Jalan Klang Lama, Batu 5 ½, Taman Sentosa, 58000 Kuala Lumpur.*

Ω *Pursuant to the letter to termination dated 30 June 2023, the License Agreement dated 4 January 2021 was terminated. Hence, no new shareholders' mandate will be sought.*

Sale of property to person connected with Datuk Gan Kah Siong – one (1) unit; sale of property to person connected with Gan Kok Peng – one (1) unit; sale of property to person connected with Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian – one (1) unit

Notes to nature of relationship with transacting Related Party(ies):

(1) Tan Sri Datuk Seri Gan Yu Chai is an ultimate major shareholder of SSSB by virtue of his shareholding in Super Advantage Property Sdn. Bhd. ("SAPSB") which is the ultimate holding company of SSSB via equity interest owned by SAPSB in Southern Score Builders Berhad, which is the holding company of SSSB.

(2) Tan Sri Datuk Seri Gan Yu Chai is a major shareholder and director of PVH. MLSB is a wholly-owned subsidiary of PVH. MPSB is a wholly-owned subsidiary of Mesti Mulia Holdings Sdn. Bhd. where PVH is the holding company of Mesti Mulia Holdings Sdn. Bhd.

(b) Proposed New Shareholders' Mandate

Transacting Related Party(ies)	Interested Director(s)/Major Shareholder(s) of Radium	Nature of relationship with transacting Related Party(ies)	Nature of Transactions	Proposed New Shareholders' Mandate
				*Estimated value to be transacted from the forthcoming EGM up to the next AGM (RM'000)
Southern Score Sdn. Bhd. ("SSSB")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is an indirect major shareholder and director of SSSB ⁽¹⁾	Provision of construction management services to Radium and its subsidiaries ~ Rental of space charged by Omega Edisi Sdn. Bhd. for meetings, events or storage purposes Provision of information technology related services by Radium Management Services Sdn. Bhd.	# 100 250
Platinum Victory Holdings Sdn. Bhd. ("PVH")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a major shareholder and director of PVH ⁽²⁾	Rental of space charged by Omega Edisi Sdn. Bhd. for meetings, events or storage purposes Provision of information technology related services by Radium Management Services Sdn. Bhd.	100 500
Megan Projek Sdn. Bhd. ("MPSB")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is an indirect major shareholder and director of MPSB ⁽²⁾	Rental of premises charged to Fitrah Resources Sdn. Bhd. @	600

Transacting Related Party(ies)	Interested Director(s)/Major Shareholder(s) of Radium	Nature of relationship with transacting Related Party(ies)	Nature of Transactions	Proposed New Shareholders' Mandate
				*Estimated value to be transacted from the forthcoming EGM up to the next AGM (RM'000)
Property Hero Sdn. Bhd. ("PHSB")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a director of PHSB	Provision of vacant possession services to Radium and its subsidiaries	500
MH Platinum Sdn. Bhd. ("MHP")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a major shareholder and director of MHP ⁽³⁾	Provision of information technology related services by Radium Management Services Sdn. Bhd.	250
MHP3 Sdn. Bhd. ("MHP3")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is an indirect major shareholder and director of MHP3 ⁽³⁾	Project management consultation fee charged by Radium Management Services Sdn. Bhd.	5,000
MHP5 Sdn. Bhd. ("MHP5")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is an indirect major shareholder and director of MHP5 ⁽³⁾	Project management consultation fee charged by Radium Management Services Sdn. Bhd.	4,000
Platinum Victory Development Sdn. Bhd. ("PVD")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a major shareholder and director of PVD	Provision of information technology related services by Radium Management Services Sdn. Bhd. Outdoor advertising signboard charged to Omega Edisi Sdn. Bhd.	500 4

Transacting Related Party(ies)	Interested Director(s)/Major Shareholder(s) of Radium	Nature of relationship with transacting Related Party(ies)	Nature of Transactions	Proposed New Shareholders' Mandate
				*Estimated value to be transacted from the forthcoming EGM up to the next AGM (RM'000)
Platinum Victory Resorts Sdn. Bhd. ("PVR")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a major shareholder and director of PVR	Provision of food and beverage, hotel accommodation as well as event organisation related services to Radium and its subsidiaries	500
Platinum Victory Facestyle Sdn. Bhd. ("PVF")	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Sibling of Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian (i.e. Tan Sri Datuk Seri Gan Yu Chai) is a major shareholder and director of PVF	Provision of food and beverage, hotel accommodation as well as event organisation related services to Radium and its subsidiaries	1,000
Unigreen Hardware Supplies	Gan Tiong Kian	Gan Tiong Kian is a partner of Unigreen Hardware Supplies	Purchase of goods by Radium and its subsidiaries	100
Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian and Persons Connected with them	Datuk Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian	Datuk Gan Kah Siong is director and major shareholder of Radium, whereas Gan Kok Peng and Gan Tiong Kian are directors of Radium	Sale of land or land-based properties in the ordinary course of business by Radium and its subsidiaries of not more than 10% of any one of the percentage ratios as defined in the Listing Requirements.	^

Notes to nature of relationship with transacting Related Party(ies):

(1) Tan Sri Datuk Seri Gan Yu Chai is an ultimate major shareholder of SSSB by virtue of his shareholding in Super Advantage Property Sdn. Bhd. ("SAPSB") which is the ultimate holding company of SSSB via equity interest owned by SAPSB in Southern Score Builders Berhad, which is the holding company of SSSB.

(2) Tan Sri Datuk Seri Gan Yu Chai is a major shareholder and director of PVH. MLSB is a wholly-owned subsidiary of PVH. MPSB is a wholly-owned subsidiary of Mesti Mulia Holdings Sdn. Bhd. where PVH is the holding company of Mesti Mulia Holdings Sdn. Bhd.

(3) Tan Sri Datuk Seri Gan Yu Chai is a major shareholder and director of MHP. MHP3 and MHP 5 are the wholly-owned subsidiaries of MHP.

- * *The estimated values are based on historical data and best estimates by Management. The actual value of the transactions may vary from the estimated value disclosed above and are subject to changes.*
- ~ *Construction management is a professional service that provides land/project's owner(s) with effective management of the project's schedule, cost, quality, safety, scope, and function.*
- # *The estimated value of the transactions cannot be determined as the transactions are on project-by-project basis.*
- @ *The address of the premises is G-13, G-14, I-11, I-12, I-13, I-14, I-15, I-16, pillars at Ground Floor, external wall lift lobby, glass sticker at Taska Unit, Residensi Platinum Arena, No. 116, Jalan Klang Lama, Batu 5 ½, Taman Sentosa, 58000 Kuala Lumpur. MLSB will novate all the tenancy agreements to MPSB after the forthcoming EGM.*
- ^ *Estimate of the value of this category of transactions cannot be ascertained given the various types of properties sold by Radium and its subsidiaries, the prices of which vary from project to project. However, in accordance with paragraph 3.3(a) of Practice Note 12 of the Listing Requirements, the value of such transaction shall not exceed 10% of any one of the percentage ratios.*

3. AMOUNT DUE AND OWING TO THE GROUP BY RELATED PARTY(IES)

As at the LPD, there is no amount due and owing to Radium Group by Related Party(ies) pursuant to the RRPTs which exceeded the credit terms. The payments were made within the agreed credit terms.

4. RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Radium Group has a long-standing business relationship with the Related Parties. The Related Parties are both good customers of the Radium Group as well as reliable suppliers of raw materials, goods and services with proven track records required by the Radium Group for its businesses. For example, the procurement of construction management services from the Related Parties has a proven track record of on time delivery and good quality. These are key elements in enhancing the Radium Group's image as a reliable property developer thereby enabling the properties developed by the Radium Group to be well accepted by market. The goods and services provided by as well as sales made to the Related Parties are priced competitively and all transactions between the Radium Group and the Related Parties are carried out on an arm's length basis and on terms not more favourable to the Related Parties than those generally available to the public. The close cooperation between the Radium Group and the Related Parties has reaped mutual benefits and has been and is expected to continue to be beneficial to the businesses of the Radium Group.

In this regard, the Company would like to seek its shareholders' approval for the Proposed Shareholders' Mandate.

The Proposed Shareholders' Ratification serves to ratify the RRPTs entered into by the Group since its Listing Date up to the date of its forthcoming EGM. Given that Radium is in its first year of listing, ratification of RRPTs entered from the Listing Date up to its forthcoming EGM allows the Company to coincide the Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate in one EGM and eliminate the need for separate general meeting therefore reduces expenses for the Company.

The Proposed New Shareholders' Mandate is intended to facilitate transactions in the normal course of business of the Radium Group which are transacted from time to time with the Related Parties, provided that they are carried out at arm's length and on the Radium Group's normal commercial terms and are not prejudicial to its shareholders and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The procurement of the Proposed New Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPTs with the Related Parties arise, thereby substantially reducing administrative time and expenses in convening such meetings, without compromising the corporate objectives and business opportunities available to the Radium Group.

5. REVIEW PROCEDURES OF THE RRPTS

The Group has established the following review procedures and guidelines to ensure that RRPTs are undertaken on an arm's length basis and on transaction price and on normal commercial terms that are not more favourable to the Related Party(ies) than those generally available to the public and not to the detriment of the minority shareholders.

The review procedures and guidelines established by the Group are as follows: -

- (i) A list of Related Party(ies) shall be circulated within the Group from time to time for reference. In general, the Group shall only enter into RRPTs after taking into account the pricing, quality, delivery schedules, and other related factors which shall be determined based on prevailing rates/prices of the goods and services according to their usual commercial term. In the event that quotation or comparative pricing from third parties cannot be obtained, the transaction price will be determined by our Group based on applicable industry norms and at rates not more favourable to the Related Parties than those generally available to the public.
- (ii) Any tender, quotation or contract to be submitted for an open tender or proposed to be entered into with a Related Party(ies) will not be approved unless the pricing for the contract/project is determined in accordance with the Group's usual business practices and policies, consistent with the usual margin of the Group for the same or substantially similar type of transactions made by the Group with unrelated third parties.
- (iii) Where practical or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, 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.

However, for certain transactions, the terms of the transactions (including pricing) cannot be compared with unrelated third parties, the terms of these transactions are negotiated on a willing buyer willing seller basis and based on the Group's usual business practices. Nevertheless, the Company will ensure that the RRPTs are not detrimental to the Company or Radium Group.

- (iv) There are no specific thresholds for approval of RRPTs. All the transactions will be reviewed by (a) the Audit and Risk Management Committee ("ARMC") on a quarterly basis, or (b) as and when required and approved by the Board with the recommendation from the ARMC prior to execution of contracts. In reviewing these transactions, the ARMC, if necessary, may request for additional information from independent sources or advisors.
- (v) If a member of the Board or ARMC has an interest (whether direct or indirect) in any RRPTs, he/she (or his alternate, where applicable) shall abstain from any decision making by the Board or ARMC in respect of such transactions and will continue to abstain from voting on such resolutions approving the transactions.
- (vi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures are followed. Any divergence will be reported to the ARMC.

6. DISCLOSURE IN ANNUAL REPORT

Disclosure will be made in the annual report of the Company of the aggregate value of RRPTs conducted pursuant to the Proposed Shareholders' 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 making the disclosure, the Company must provide a breakdown of the aggregate value of the RRPTs made during the financial year, amongst others, based on the following information: -

- (i) the type of RRPTs made; and

- (ii) the names of the Related Parties involved in each type of the RRPTs made and their relationship with the Group.

The above disclosure will also be made in the Company's annual report for subsequent financial year during which the shareholders' mandate remains in force.

7. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC, supported by the Group Corporate Affairs and the management, will review the relevant RRPTs and also review the established procedures as stated in Section 5 of this Circular to ascertain that they have been complied with. Further, if during these periodic reviews by the ARMC, the ARMC is of the view that the procedures as stated above are not sufficient to ensure that the RRPTs are on the Radium Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and will be prejudicial to the shareholders, the Company will seek its shareholders' approval for a fresh mandate based on new or additional procedures.

The ARMC, comprising Puan Nor Zaemah binti Zainuddin (Chairperson), Ms Koay Lean Lee and Puan Nurazlin binti A. Samad who are the Independent Non-Executive Directors, has reviewed the procedures mentioned in Section 5 of this Circular and is satisfied that the said procedures are sufficient to ensure that the RRPTs will be made with the Related Parties in accordance with the Radium Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public, and hence, not prejudicial to the shareholders nor disadvantageous to the Company and its subsidiaries and are not to the detriment of the minority shareholders.

The ARMC is of the view that the Radium Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. These procedures and processes are reviewed annually.

8. CONDITION FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is conditional upon the approval being obtained from the shareholders of the Company at the forthcoming EGM.

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9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED WITH THEM

As at LPD, the direct and indirect interests of the interested Directors and interested Major Shareholders and interested Persons Connected with them of the Company are as follows: -

Interested Directors	No. of Ordinary Shares			
	Direct	%	Indirect	%
Datuk Gan Kah Siong	546,000,000	15.74	1,300,002,167 ⁽ⁱ⁾	37.49
Gan Tiong Kian	260,000,000	7.50	78,002,167 ⁽ⁱⁱ⁾	2.25
Gan Kok Peng	260,000,000	7.50	39,002,167 ⁽ⁱⁱⁱ⁾	1.12

Interested Major Shareholders	No. of Ordinary Shares			
	Direct	%	Indirect	%
Datuk Gan Kah Siong	546,000,000	15.74	1,300,002,167 ⁽ⁱ⁾	37.49
Gan Tiong Kian	260,000,000	7.50	78,002,167 ⁽ⁱⁱ⁾	2.25
Gan Kok Peng	260,000,000	7.50	39,002,167 ⁽ⁱⁱⁱ⁾	1.12
Cengal 2020 Sdn. Bhd.	1,300,000,000	37.49	-	-

Interested Persons Connected with Directors or Major Shareholders	No. of Ordinary Shares			
	Direct	%	Indirect	%
Tan Sri Datuk Seri Gan Yu Chai	-	-	2,167 ^(iv)	-

Notes:

- (i) Deemed interested by virtue of his 100.00% equity interest in Cengal 2020 Sdn. Bhd. and 1.00% equity interest in PVH pursuant to Section 8 of the Act.
- (ii) Deemed interested by virtue of his 100.00% equity interest in Java Citarasa Sdn. Bhd. and 0.50% equity interest in PVH pursuant to Section 8 of the Act.
- (iii) Deemed interested by virtue of his 100.00% equity interest in Tambun Team 2020 Sdn. Bhd. and 0.50% equity interest in PVH pursuant to Section 8 of the Act.
- (iv) Deemed interested by virtue of his 59.00% equity interest in PVH pursuant to Section 8 of the Act.

The interested Directors namely, Datuk Gan Kah Siong, Gan Tiong Kian and Gan Kok Peng are deemed interested in the Proposed Shareholders' Mandate. Accordingly, they have abstained and will continue to abstain from Board deliberations and voting on the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholdings in Radium at the forthcoming EGM to be convened.

The interested Major Shareholders namely Cengal 2020 Sdn. Bhd., Datuk Gan Kah Siong, Gan Tiong Kian and Gan Kok Peng are deemed interested in the Proposed Shareholders' Mandate. Accordingly, they have abstained and will continue to abstain from Board deliberations and voting on the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholdings in Radium at the forthcoming EGM to be convened.

In addition, the interested Directors and Major Shareholders will ensure that the Persons Connected with them will abstain from voting, deliberating and approving the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholdings in Radium at the forthcoming EGM.

Save as disclosed above, none of the other Directors, Major Shareholders or Persons Connected with them of Radium has any interest, direct or indirect in the Proposed Shareholders' Mandate.

10. EFFECT OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any material effect on the gearing, share capital and substantial shareholders' shareholdings of the Company.

With the assumption that all external conditions and factors in the industry and business environment remain constant, the Proposed Shareholders' Mandate is expected to contribute positively to the earnings per share and the net assets per share of the Company for the financial year ending 31 December 2023.

11. DIRECTORS' RECOMMENDATION

All the Directors who are deemed interested in respect of the RRPTs under Section 2.5 of this Circular, have abstained from expressing an opinion and making any recommendation to the shareholders in respect thereof.

Datuk Sydney Lim Tau Chin, the director of the Company is also a director of SSBB. He has abstained from expressing an opinion and making any recommendation to the shareholders in respect thereof.

The Board (save and except for Datuk Gan Kah Siong, Gan Tiong Kian and Gan Kok Peng who are deemed interested in the Proposed Shareholders' Mandate, and Datuk Sydney Lim Tau Chin who has conflict of interest), having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and recommend that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming EGM.

12. EGM

The EGM, the notice of which is set out in this Circular, will be held virtually through online Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform provided by the Poll Administrator on Thursday, 14 September 2023 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Proposed Shareholders' Mandate.

The completed and signed Proxy Form should be lodged at the Poll Administrator's office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Proxy Form shall be treated as invalid. Alternatively, the Proxy Form may also be submitted electronically via the Poll Administrator's website, Boardroom Smart Investor Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your Proxy Form electronically, not less than forty-eight (48) hours before the EGM. Please refer to Administrative Guide for further information on electronic submission. The lodging of the Proxy Form shall not preclude you from participating in the EGM should you subsequently wish to do so.

13. FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of the Board of Directors of
RADIUM DEVELOPMENT BERHAD

Tan Sri Mhd Amin Nordin bin Abd Aziz
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY

This Circular has been seen and approved by the Directors of Radium and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) entered into by Radium and its subsidiaries within the past 2 years preceding the LPD:

-

- (i) Radium Global Sdn. Bhd., a wholly-owned subsidiary of the Company, had on 9 June 2023, entered into a conditional sale and purchase agreement to acquire all that piece of freehold land held under GM 9196, No. Lot/PT 38323, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan measuring approximately 124,172.47 square feet in area and all that piece of leasehold land of ninety nine (99) years expiring on 17th April 2085 held under PN 30685, No. Lot/PT 31955, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan measuring approximately 35,359.45 square feet in area from LAU LEOK WOOL, LOW YOKE KEONG, LOW BOON WAH @ LAWRENCE LOW, LOW LAY CHING @ NANCY LOW, CATHERINE LOW LAY MING AND LOW LAY TENG for a total purchase consideration of RM71,789,364.00 subject to the terms and conditions therein contained.
- (ii) Underwriting agreement dated 3 April 2023 entered into between the Company, Malacca Securities Sdn. Bhd. (“Managing Underwriter”) and CIMB Investment Bank Berhad (“Joint Underwriters”), wherein the Managing Underwriter and the Joint Underwriters have agreed to underwrite for a total of 333,000,000 public issue shares (“Underwritten Shares”) made available for application by the Malaysian Public and the Company’s eligible key senior management, employees and business associates (including any other persons who have contributed to the Company’s success) at commission rate of 2.00% of the total value of the Underwritten Shares at the IPO price and managing underwriting fee of 0.50% of the total value of the Underwritten Shares at the IPO price to the Managing Underwriter subject to the terms and conditions therein contained.
- (iii) Placement agreement dated 31 May 2023 entered into between the Company, Malacca Securities Sdn. Bhd. (“MSSB”) and CIMB Investment Bank Berhad (“CIMB IB”), wherein MSSB and CIMB IB are appointed by the Company as the Joint Placement Agents for placement of 535,000,000 issue shares (subject to clawback and reallocation provision) for subscription at IPO price to selected investors with placement fee at the rate of (i) 0.5% of the amount equal to the IPO price multiplied by such number of the placement shares issued by the Company (subject to the clawback and reallocation) to placees procured by the Company, or (ii) 2.00% of the amount equal to the IPO price multiplied by such number of the placement shares issued by the Company (subject to the clawback and reallocation) to the placees procured by the respective Placement Agents, as the case may be.
- (iv) Letter of intent dated 6 February 2023 issued by Radium to N&M Cahaya Sdn. Bhd. to jointly develop on all that piece of land held under H.S.(D) 123157, PT 50174, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur measuring approximately 40,467 square meter (“Land”) with N&M Cahaya Sdn. Bhd. by subscribing for three hundred thousand (300,000) ordinary shares in N&M Cahaya Sdn. Bhd. such that Radium will hold seventy-five per centum (75%) of the enlarged issued share capital of N&M Cahaya Sdn. Bhd. on a fully diluted basis as at the date such shares are subscribed.

- (v) Joint venture agreement dated 20 September 2022 entered into between Kadar Jutajaya Sdn. Bhd. and Rasa Wangi Sdn. Bhd., a 100% owned subsidiary of Radium for a proposed development consisting inter alia 404 units of Residensi Wilayah and 932 units of condominium on a piece of leasehold land held under HSD No.123036, No. Lot: PT50316, Negeri Wilayah Persekutuan Kuala Lumpur, Daerah Kuala Lumpur, Mukim Batu measuring approximately 21,505 square metres.
- (vi) Sale and purchase agreement dated 19 September 2022 entered into between Montanica Development Sdn. Bhd. (as the vendor) and MHP8 Sdn. Bhd. (as the purchaser) for a sale of all that piece of freehold land held under Geran Mukim 543, Lot No. 220, Tempat Setapak 4th Mile, Mukim of Setapak, District of Kuala Lumpur and State of Wilayah Persekutuan Kuala Lumpur, for a total purchase price of RM25,000,000.
- (vii) Sale and purchase agreement dated 23 August 2022 entered into between Idaman Sejiwa (Ampang) Sdn. Bhd. (as the developer) and Tradisi Emas Sdn. Bhd. (as the purchaser) for the disposal of the 145 units of fully furnished hotel rooms with four (4)-star furnishings in a 51-storey stratified building together with accessory car parks and other hotel facilities, for a disposal consideration of RM135,000,000.
- (viii) The letter of recoupment of investment cost dated 29 August 2022 issued by Alfa Sutramas Sdn. Bhd. to Radium in relation to the undertaking provided by Alfa Sutramas Sdn. Bhd. on 5 November 2021 in respect of the recoupment of the investment cost by Radium (arising from the dilution of its equity interest in Jayyid Land Sdn. Bhd.) of a proposed development undertaken by Jayyid Land Sdn. Bhd. on a piece of land held under HSD 123049, Lot PT 50198 (previously known as HSD 80683, Lot PT 5701), Mukim of Setapak, District of Kuala Lumpur, State of Wilayah Persekutuan Kuala Lumpur (Locality: Fronts Jalan Kilang 3, 53300 Setapak, Kuala Lumpur).
- (ix) Contra agreement dated 29 October 2021 entered into between Radium, Dato' Shaik Ahmad Sufian bin Shaik Kamal Farid, Datuk Gan Kah Siong and Fitrah Resources Sdn. Bhd., wherein Radium granted, assigned, transferred and set over unto Datuk Gan Kah Siong its entire right, title, securities and interest in and to the debt pursuant to, inter alia, the Advance Agreement dated 21 August 2019 and variation letter dated 26 August 2019 ("Debt") in consideration of Datuk Gan Kah Siong's consent to allow Radium to offset the amount owing to him against the Debt accordingly.
- (x) Contra agreement dated 29 October 2021 entered into between Radium, Nokman bin Ahmad, Datuk Gan Kah Siong and Fitrah Resources Sdn. Bhd., wherein Radium granted, assigned, transferred and set over unto Datuk Gan Kah Siong its entire right, title, securities and interest in and to the debt pursuant to the Advance Agreement dated 21 August 2019 and variation letter dated 26 August 2019 ("Debt 1") in consideration of Datuk Gan Kah Siong's consent to allow Radium to offset the amount owing to him against the Debt 1 accordingly.
- (xi) Contra agreement dated 29 October 2021 entered into between Radium, Wan Shafie bin Abdul Rashid, Datuk Gan Kah Siong and Fitrah Resources Sdn. Bhd., wherein Radium granted, assigned, transferred and set over unto Datuk Gan Kah Siong its entire right, title, securities and interest in and to the debt pursuant to the Advance Agreement dated 21 August 2019 and variation letter dated 26 August 2019 ("Debt 2") in consideration of Datuk Gan Kah Siong's consent to allow Radium to offset the amount owing to him against the Debt 2 accordingly.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

Save as disclosed below, as at the LPD, Radium and subsidiaries are not 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 business of Radium Group and, to the best of the Board's knowledge and belief, the Board confirmed that there are no proceedings pending or threatened against Radium and/or its subsidiaries or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of Radium and/or its subsidiaries:

- (i) Vistarena Development Sdn. Bhd., an 80%-owned subsidiary of Radium Group (“the Defendant”) had on 9 June 2023 been served with a Writ of Summons and Statement of Claim dated 1 June 2023 from 241 individual purchasers of Residensi Platinum OUG in Block B (“the Plaintiffs”) regarding a lawsuit (“the Suit”).

The Residensi Platinum OUG (“the Development”) comprises a combined development of condominiums (Block B), affordable housing (Block B), and civil servants housing (Block A) under the same development order.

The Plaintiffs claim they were misled by the Defendant's representations about the purchase of units in Block B, allege severe defects in the common facilities provided by the Defendant, discontent with the access control in shared common area, and seeking amongst others, an injunction against the defendant to take all necessary and reasonable steps to construct two access paths at the entrance to Block A and Block B within three months from the date of judgment. They also seek exemplary damages from the Defendant amounting to RM25,000 to be paid to each plaintiff.

The first case management of the Suit was conducted on 3 July 2023 by way of e-review. Radium filed the Statement of Defense against the Plaintiff on 3 August 2023. The next case management is scheduled on 5 September 2023.

- (ii) Reference is made to announcement of the Company dated 22 June 2023 with regard to material litigation of Pavilion Integrity Sdn. Bhd., a wholly-owned subsidiary of Radium Group. The Federal Court, had on 21 June 2023, dismissed all six (6) motions for Leave to Appeal Against the Court of Appeal Decision. As such, the Group expects a compulsory acquisition of Lot 810 by DBKL wherein the Group will be compensated in accordance with the Land Acquisition Act 1960.

As at the LPD, the Group has not received the notice of acquisition from DBKL with regard to compulsory acquisition of Lot 810. Nevertheless, the Group has taken initiatives to engage active communication with DBKL and requested for a follow-up meeting on the aforesaid compulsory acquisition of Lot 810 as ordered by the Federal Court on 21 June 2023.

The Group had not recognised any liability in respect of the above proceeding, pending completion of the compulsory acquisition of Lot 810 from DBKL.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours on Mondays to Fridays (except public holidays) at the Registered Office of Radium at 62C, Jalan SS21/62, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan from the date of this Circular up to the date of the forthcoming EGM: -

- (i) the Constitution of Radium;
- (ii) the audited financial statements of Radium for the past two (2) financial years ended 31 December 2021 and 31 December 2022 respectively, and the unaudited financial statements for financial period ended 30 June 2023;
- (iii) the material contracts referred to in Section 2 of this Appendix 1; and
- (iv) the relevant cause papers in respect of material litigation referred to Section 3 of this Appendix 1.

RADIUM

B U I L D I N G G O O D

RADIUM DEVELOPMENT BERHAD

Registration No. 201301009006 (1038848-V)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Radium Development Berhad (“**Radium**” or “**Company**”) will be conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 14 September 2023 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution: -

ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS’ RATIFICATION AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (COLLECTIVELY THE “PROPOSED SHAREHOLDERS’ MANDATE”)

“**THAT** subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (“**Group**”) to enter into recurrent related party transactions of a revenue or trading nature with the related party(ies) as specified in Section 2.5 of the circular to Shareholders dated 21 August 2023 (“**Circular**”), provided that:

- (a) such arrangements and/or transactions are necessary for the day-to-day operations of the Group in the ordinary course of business;
- (b) such arrangements and/or transactions are undertaken at arm’s length basis and based on normal commercial terms which are not more favourable to the related party(ies) than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (c) the disclosure is made in the annual report of the breakdown of the aggregate value of the recurrent related party transactions conducted pursuant to the Proposed Shareholders’ Mandate during the financial year based on the following information:
 - (i) the type of recurrent related party transactions made; and
 - (ii) the names of the related party(ies) involved in each type of the recurrent related party transactions made and their relationship with the Group.

THAT such approval shall take effect upon the passing of this Ordinary Resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the forthcoming EGM at which the Proposed Shareholders’ Mandate is passed, at which time such mandate will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**Companies Act**”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

THAT all recurrent related party transactions entered into by the Group from 31 May 2023, being the date of listing of the Company on the Main Market of Bursa Malaysia Securities Berhad, up to the date of this Ordinary Resolution, particulars which are set out in Section 2.5 be and are hereby approved, confirmed and ratified.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the Proposed Shareholders' Mandate."

BY ORDER OF THE BOARD

WONG CHOW LAN (MAICSA 7012088) (SSM PC No. 201908000012)

WONG KOK XIANG (MAICSA 7074422) (SSM PC No. 201908003350)

Company Secretaries

Selangor

21 August 2023

NOTES:

1. The EGM of the Company will be conducted on a virtual basis through online Remote Participation and Electronic Voting ("**RPEV**") facilities via online meeting platform provided by Boardroom Share Registrars Sdn. Bhd. ("**Poll Administrator**").
2. Please follow the procedures provided in the Administrative Guide for registration of your attendance, participation and remote voting at the EGM.
3. For the purpose of determining who shall be entitled to attend the EGM via RPEV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 7 September 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend, participate, speak and vote in this EGM via RPEV.
4. A member who is entitled to attend, participate, speak and vote at this EGM via RPEV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company. In view that this is a virtual EGM, we strongly advise the members who are unable to attend, participate, speak and vote in this EGM via RPEV to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
5. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM via RPEV. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid.
6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. The appointment of a proxy may be made in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:
 - i. In hard copy form
In the case of an appointment made in hard copy form, the Proxy Form should be lodged at the Poll Administrator's office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.

- ii. By electronic form
In the case of an appointment made in electronic form, the Proxy Form must be deposited electronically via the Poll Administrator's website, Boardroom Smart Investor portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your Proxy Form electronically or by fax to +603-7890 4670 or by email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures set out in the Administrative Guide for the electronic lodgement of the Proxy Form.
9. Please ensure all the particulars as required in the Proxy Form are completed, signed and dated accordingly.
10. Last date and time for lodging the Proxy Form is Tuesday, 12 September 2023 at 10.00 a.m.
11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Poll Administrator's office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed. To attend, participate and vote remotely, the attorney should refer to the Administrative Guide for the EGM for further details.
12. Pursuant to Section 320(2) of the Companies Act, a copy of this Notice together with the Proxy Form are available at the corporate website of the Company at <https://www.radiumdevelopment.com/>.
13. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by poll. For this purpose, the Company has appointed Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll voting electronically and SKY Corporate Services Sdn. Bhd. as the scrutineer to verify the poll results.
14. By submitting the Proxy Form, the member or shareholder consents to the Company (and/or its agents /service providers) collecting, using and disclosing his/her personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM, including any adjournment thereof.
15. Further information on the Proposed Shareholders' Mandate on recurrent related party transactions is set out in the Circular.

PROXY FORM
RADIUM DEVELOPMENT BERHAD
 Registration No. 201301009006 (1038848-V)
 (Incorporated in Malaysia)



I/We, _____ NRIC/Passport/Company No. _____
 (NAME IN FULL AND BLOCK LETTERS)

of _____
 (FULL ADDRESS)

and Telephone No./Email Address _____ being a member/members
 of **RADIUM DEVELOPMENT BERHAD** (“Company”), hereby appoint

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

and

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy/proxies to vote for me/us and on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company, to be held as a virtual meeting at the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia (“Broadcast Venue”) on Thursday, 14 September 2023 at 10.00 a.m. or at any adjournment thereof.

I/We indicate with an “x” in the spaces below how I/we wish my/our vote to be cast:

RESOLUTION	FOR	AGAINST
Ordinary Resolution – Proposed Shareholders’ Mandate		

Signed this ____ day of _____, 2023

Subject to the abovestated voting instruction, my/our proxy/proxies may vote or abstain from voting on any resolution as he/she/they may think fit.

If appointment of proxy is under hand Signed by individual member/officer or attorney of member/ authorised nominee of (beneficial owner)	No. of shares held: Securities Account No: (CDS Account No.) (Compulsory) Date:
If appointment of proxy is under seal The Common Seal of was hereto affixed in accordance with its Constitution in the presence of: Director Director / Secretary In its capacity as member/attorney of member/authorised nominee of (beneficial owner)	Seal No. of shares held: Securities Account No: (CDS Account No.) (Compulsory) Date:

Then fold here

Affix Stamp

Boardroom Share Registrars Sdn Bhd
(Registration No. 199601006647 (378993-D))
11th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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NOTES

1. The EGM of the Company will be conducted on a virtual basis through online Remote Participation and Electronic Voting (“RPEV”) facilities via online meeting platform provided by Boardroom Share Registrars Sdn. Bhd. (“Poll Administrator”).
 2. Please follow the procedures provided in the Administrative Guide for registration of your attendance, participation and remote voting at the EGM.
 3. For the purpose of determining who shall be entitled to attend the EGM via RPEV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 7 September 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend, participate, speak and vote in this EGM via RPEV.
 4. A member who is entitled to attend, participate, speak and vote at this EGM via RPEV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company. In view that this is a virtual EGM, we strongly advise the members who are unable to attend, participate, speak and vote in this EGM via RPEV to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
 5. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM via RPEV. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid.
 6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
 7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
 8. The appointment of a proxy may be made in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:
 - i. In hard copy form
- In the case of an appointment made in hard copy form, the Proxy Form should be lodged at the Poll Administrator’s office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.
- ii. By electronic form
- In the case of an appointment made in electronic form, the Proxy Form must be deposited electronically via the Poll Administrator’s website, Boardroom Smart Investor portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your Proxy Form electronically or by fax to +603-7890 4670 or by email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures set out in the Administrative Guide for the electronic lodgement of the Proxy Form.
9. Please ensure all the particulars as required in the Proxy Form are completed, signed and dated accordingly.
 10. Last date and time for lodging the Proxy Form is Tuesday, 12 September 2023 at 10.00 a.m.
 11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Poll Administrator’s office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed. To attend, participate and vote remotely, the attorney should refer to the Administrative Guide for the EGM for further details.
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 14. By submitting the Proxy Form, the member or shareholder consents to the Company (and/or its agents /service providers) collecting, using and disclosing his/her personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM, including any adjournment thereof.
 15. Further information on the Proposed Shareholders’ Mandate on recurrent related party transactions is set out in the Circular.