

THIS CIRCULAR/ STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

In relation to Part A of this Circular/Statement, Bursa Malaysia Securities Berhad (“**Exchange**”) has only perused the contents 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 Practice Note 18 of the Exchange’s Main Market Listing Requirements (“**Listing Requirements**”).

The Exchange has not perused the contents of the proposed renewal of shareholders’ mandate and Part B of this Circular/Statement prior to its issuance as they are prescribed as exempt documents pursuant to Practice Note 18 of the Listing Requirements.

The Exchange takes no responsibility for the contents of this Circular/Statement, 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/Statement.



7-ELEVEN MALAYSIA HOLDINGS BERHAD

Registration No.: 201301028701 (1058531-W)

(Incorporated in Malaysia)

CIRCULAR/STATEMENT TO SHAREHOLDERS

in relation to the

PART A

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

PART B

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

Notice of the Eleventh Annual General Meeting (“**AGM**”) which will be conducted on a virtual basis through live streaming from the broadcast venue at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Thursday, 30 May 2024 at 10.00 a.m. or any adjournment thereof via the Remote Participation and Electronic Voting (“**RPEV**”) facilities to be provided by the Poll Administrator of the Company, Boardroom Share Registrars Sdn Bhd via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> together with the Form of Proxy and Administrative Guide can be downloaded from the Company’s website at www.7eleven.com.my. and/or the Exchange’s website at www.bursamalaysia.com.

If you decide to appoint a proxy to participate and vote remotely via the RPEV facilities on your behalf at the AGM, the completed Form of Proxy must be lodged at the Share Registrar’s office of the Company, Berjaya Registration Services Sdn Bhd at 09-27 Level 9, Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur, not less than forty-eight (48) hours before the time fixed for the AGM. Alternatively, you may also deposit the Form of Proxy by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting “**EPROXY LODGEMENT**”. The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the AGM of the Company should you subsequently wish to do so. Shareholders/proxy(ies) from the public will not be allowed to be physically present at the broadcast venue on the day of the AGM.

This Circular/Statement is dated 29 April 2024.

DEFINITIONS

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

“7-Eleven”	:	7-Eleven Malaysia Sdn Bhd
“7-Eleven Holdings Group” or the “Group”	:	7-Eleven Holdings and its subsidiary companies
“7-Eleven Holdings” or the “Company”	:	7-Eleven Malaysia Holdings Berhad
“7-Eleven Holdings Shares”	:	Ordinary shares in 7-Eleven Holdings
“Act”	:	The Companies Act 2016, including any amendment made thereto from time to time
“AGM”	:	Annual General Meeting
“Annual Report 2023”	:	The annual report of 7-Eleven Holdings for the financial year ended 31 December 2023
“B&B”	:	B & B Enterprise Sdn Bhd
“BAssets”	:	Berjaya Assets Berhad
“BBright”	:	Berjaya Bright Sdn Bhd
“BCorporation”	:	Berjaya Corporation Berhad
“BFood”	:	Berjaya Food Berhad
“BGroup”	:	Berjaya Group Berhad
“BIO”	:	Bioscenergy International Sdn Bhd
“BLand”	:	Berjaya Land Berhad
“BMedia”	:	Berjaya Media Berhad
“Board”	:	Board of Directors
“BRetail”	:	Berjaya Retail Sdn Bhd
“BTSSB”	:	Berjaya Times Square Sdn Bhd
“Caring”	:	Caring Pharmacy Group Berhad
“Caring Group”	:	Caring and its subsidiary companies
“CKS”	:	Mr. Chan Kien Sing
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016 (including the Rules on Take-Overs, Mergers and Compulsory Acquisitions)

DEFINITIONS (*Cont'd*)

“CPHSB”	:	Caring Pharmacy Holdings Sdn Bhd
“CPRM”	:	Caring Pharmacy Retail Management Sdn Bhd
“Director”	:	Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director or a chief executive of 7-Eleven Holdings, its subsidiary or holding company
“DUSB”	:	Desiran Unggul Sdn Bhd
“EGM”	:	Extraordinary General Meeting
“EPS”	:	Earnings per share
“Exchange”	:	Bursa Malaysia Securities Berhad
“Family”	:	In relation to a person means such person who falls within any one of the following categories:- (a) spouse; (b) parent; (c) child including an adopted child and step-child; (d) brother or sister; and (e) spouse of the person referred to in subparagraphs (c) and (d) above
“HQZ”	:	HQZ Credit Sdn Bhd
“HRESB”	:	Hotel Resort Enterprise Sdn Bhd
“Listing Requirements”	:	Exchange’s Main Market Listing Requirements, including any amendment that may be made from time to time
“LPD”	:	31 March 2024, being the latest practicable date prior to the printing of this Circular/Statement
“Major Shareholder(s)”	:	A person who has an interest or interests in one or more voting shares in 7-Eleven Holdings and the number or aggregate number of those shares, is:- (a) 10% or more of the total number of the voting shares in 7-Eleven Holdings; or (b) 5% or more of the total number of voting shares in 7-Eleven Holdings where such person is the largest shareholder of 7-Eleven Holdings. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act. A major shareholder 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 major shareholder of 7-Eleven Holdings or any other company which is its subsidiary or holding company.
“MOSB”	:	Motivasi Optima Sdn Bhd

DEFINITIONS (*Cont'd*)

“NA”	:	Net assets attributable to ordinary equity holders of 7-Eleven Holdings
“Person(s) Connected”	:	In relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories: <ul style="list-style-type: none">(a) a family member of the said Person;(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;(c) a partner of the said Person;(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;(f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or(g) a body corporate which is a related corporation of the said Person.
“PMSB”	:	Premier Merchandise Sdn Bhd
“Prevailing Laws”	:	Any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities
“Proposed Mandate”	:	Proposed renewal of and new shareholders’ mandate for the 7-Eleven Holdings Group to enter into Recurrent Related Party Transactions in the ordinary course of business
“Proposed Share Buy-Back”	:	Proposed renewal of authority for 7-Eleven Holdings to purchase and/or hold 7- Eleven Holdings Shares of up to 10% of the total number of issued share capital of the Company inclusive of 62,649,500 7-Eleven Holdings Shares that have been purchased and retained as Treasury Shares as at the LPD
“Qinetics Services”	:	Qinetics Services Sdn Bhd
“Razer Fintech”	:	Razer Fintech Holdings Pte Ltd and its subsidiary companies
“Recurrent Related Party Transactions”	:	Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the 7-Eleven Holdings Group and involve the interests, direct or indirect, of Related Parties
“Related Party/(ies)”	:	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder

DEFINITIONS *(Cont'd)*

“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Shares Purchased”	:	7-Eleven Holdings Shares purchased under the Proposed Share Buy-Back
“Singer”	:	Singer (Malaysia) Sdn Bhd
“Sparkling Hallmark”	:	Sparkling Hallmark Sdn Bhd
“Treasury Shares”	:	7-Eleven Holdings Shares purchased by 7-Eleven Holdings which are/will be retained in treasury
“TSVT”	:	Tan Sri Dato’ Seri Vincent Tan Chee Yioun
“TUM”	:	Mr. Tan U-Ming
“U Mobile”	:	U Mobile Sdn Bhd

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PART A

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



7-ELEVEN MALAYSIA HOLDINGS BERHAD

Registration No.: 201301028701 (1058531-W)
(Incorporated in Malaysia)

Registered Office:

12th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya,
Selangor
Malaysia

29 April 2024

Directors:

Datuk Wira Farhash Wafa Salvador (*Chairman, Non-Independent Non-Executive Director*)
Dato' Richard Alexander John Curtis (*Deputy Chairman, Senior Independent Non-Executive Director*)
Tan U-Ming (*Executive Director cum Co-Chief Executive Officer*)
Wong Wai Keong (*Executive Director cum Co-Chief Executive Officer*)
Muhammad Lukman Bin Musa @ Hussain (*Non-Independent Non-Executive Director*)
Chan Kien Sing (*Non-Independent Non-Executive Director*)
Tsai, Tzung-Han (*Non-Independent Non-Executive Director*)
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah (*Independent Non-Executive Director*)
Moyra Binti Ibrahim (*Independent Non-Executive Director*)

To: The Shareholders of 7-Eleven Holdings

Dear Sir/Madam,

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

1.0 INTRODUCTION

- 1.1 The Board of 7-Eleven Holdings had on 18 April 2024 announced its intention to seek shareholders' approval for the proposed renewal of and new shareholders' mandate for Recurrent Related Party Transactions.
- 1.2 The purpose of this Circular is to provide you with the relevant information on the Proposed Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM of the Company. The Notice of AGM is set out in the Annual Report 2023. The extract of the ordinary resolution on the Proposed Mandate to be tabled at the forthcoming AGM is enclosed together with this Circular.

2.0 DETAILS OF THE PROPOSED MANDATE

2.1 The Proposed Mandate

2.1.1 The Company had on 26 May 2023 obtained its shareholders' mandate for the 7-Eleven Holdings Group to enter into Recurrent Related Party Transactions on terms that are not more favourable to the Related Parties than those generally available to the public. The approval shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM of the Company scheduled on 30 May 2024 unless approval for its renewal is obtained from the shareholders of the Company at the forthcoming AGM.

2.1.2 Pursuant to Paragraph 10.09(1)(a) of the Listing Requirements, 7-Eleven Holdings must immediately announce a Recurrent Related Party Transaction where:-

- (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transaction is RM1 million or more; or
- (ii) the percentage ratio of such Recurrent Related Party Transaction is 1% or more,

whichever is the higher.

In addition, Paragraph 10.08(2) of the Listing Requirements states that where any one of the percentage ratios of a related party transaction is 5% or more, 7-Eleven Holdings must issue a circular to its shareholders, obtain specific shareholder's approval of the transaction and appoint an independent adviser. Further, Paragraph 10.08(4) of the Listing Requirements states that where any one of the percentage ratios is 25% or more, in addition to the foregoing, 7-Eleven Holdings must appoint a main adviser.

2.1.3 Pursuant to Paragraph 10.09(2) of the Listing Requirements, 7-Eleven Holdings may seek a shareholders' mandate in respect of Recurrent Related Party Transactions subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the 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 under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the 7-Eleven Holdings' circular to shareholders for the shareholders' mandate includes the information as may be prescribed by the Exchange. The draft circular together with a checklist showing compliance with such information must be submitted to the Exchange;
- (iv) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder 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 Director or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
- (v) 7-Eleven Holdings immediately announces to the Exchange when the actual value of a Recurrent Related Party Transaction entered into by the 7-Eleven Holdings Group exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

Where 7-Eleven Holdings has procured a shareholders' mandate pursuant to the above, the provisions of the Listing Requirements as set out in Section 2.1.2 of this Circular shall not apply.

Transactions entered into between 7-Eleven Holdings (or any of its wholly-owned subsidiaries) and its wholly-owned subsidiaries are excluded from the requirements of Part E of Chapter 10 of the Listing Requirements.

2.1.4 The Proposed Mandate, if approved by the 7-Eleven Holdings shareholders at the forthcoming AGM, will take effect from the date of passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the AGM at which such ordinary resolution for the Proposed Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- (ii) 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

2.2 Information On The 7-Eleven Holdings Group

The principal activity of 7-Eleven Holdings is investment holding while its subsidiary companies are principally involved in the following core businesses:-

- (i) operating and franchising of convenience stores under the "7-Eleven" brand name and investment holdings; and
- (ii) real property investments.

The subsidiary company of 7-Eleven Holdings which is involved in the Recurrent Related Party Transactions are set out below:-

Name of Company	Equity Interest Held (%)	Principal Activities
7-Eleven	100.00	Operating and franchising of convenience stores under the "7-Eleven" brand name and investment holdings

Details of the Recurrent Related Party Transactions of the 7-Eleven Holdings Group which are in accordance with Paragraph 10.09(2) of the Listing Requirements are set out in the ensuing paragraphs.

2.3 Classes And Nature Of The Recurrent Related Party Transactions

The classes and nature of the Recurrent Related Party Transactions of the 7-Eleven Holdings Group are tabulated as follows:-

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 30/5/2024 to the date of next AGM (RM'000)
<i>BCorporation and/or its unlisted subsidiary companies:-</i>			
Berjaya Registration Services Sdn Bhd	Receipt of share registration services and other related services by the 7-Eleven Holdings Group	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	80
Berjaya Higher Education Sdn Bhd	Receipt of education and staff training services by 7-Eleven Holdings Group*	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	10
BLoyalty Sdn Bhd	Receipt of merchant development, management, customer engagement and customer support services by 7-Eleven	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	43
Securexpress Services Sdn Bhd	Receipt of transportation services by 7-Eleven for delivery of merchandise from the combined distribution centre to “7-Eleven” convenience stores	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	15,000
Regal Class Residence Sdn Bhd	Rental payable by 7-Eleven at RM10,500 per month for renting of shoplot at Lot 1-1-1B, Menara Bangkok Bank, Laman Sentral Berjaya, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	126
Berjaya Hills Resort Berhad	1. Rental payable by 7-Eleven at RM1,600 per month for renting of 4 units quarter at Alamanda Staff Quarters, KM 48, Persimpangan Bertingkat, Lebuhraya Karak, 28750 Bukit Tinggi, Bentong, Pahang*	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	19
	2. Rental payable by 7-Eleven at RM500 per month plus 2% of the monthly revenue for renting of shoplot at La Flamme Rose, Berjaya Hills Resort, KM 48, Persimpangan Bertingkat, Lebuhraya Karak, Bukit Tinggi, Bentong, Pahang Tenure of the rental agreement is for a period of 3 years and renewable thereafter		66

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 30/5/2024 to the date of next AGM (RM'000)
JL Morison (Malaya) Sdn Bhd	Purchase of consumer products by 7-Eleven	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	700
Country Farms Sdn Bhd	Purchase of consumer products by 7-Eleven	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	1,500
Total			17,544
<i>B</i>Land and/or its unlisted subsidiary companies:-			
Angsana Gemilang Sdn Bhd	Rental payable by 7-Eleven at RM16,000 per month for renting of shoplot at No. 32G, Jalan Sultan Ismail, Kuala Lumpur. Tenure of the rental agreement is for a period of 1 year	BCorporation and Persons Connected with it as mentioned in the notes of Sections 2.3 and 6.1	192
Nural Enterprise Sdn Bhd	Rental payable by 7-Eleven at:- 1. RM7,200 per month for renting of shoplot at Kiosk II, Lower Ground Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur 2. RM1,400 per month for renting of storage at Lot 3.12, 3rd Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur Tenure of the rental agreement is for a period of 3 years and renewable thereafter	BCorporation and Persons Connected with it as mentioned in the notes of Sections 2.3 and 6.1	87
			17
ANSA Hotel KL Sdn Bhd	Rental payable by 7-Eleven at:- 1. RM51,110 per month for renting of shoplot at S.1, Sidewalk Island, No. 101, Jalan Bukit Bintang, Kuala Lumpur 2. RM2,170 per month for renting of Lot No. B-04, storage basement No. 4, 101, Jalan Bukit Bintang, Kuala Lumpur* Tenure of the rental agreement is for a period of 1 year and renewable thereafter	BCorporation and Persons Connected with it as mentioned in the notes of Sections 2.3 and 6.1	613
			26

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 30/5/2024 to the date of next AGM (RM'000)
Berjaya Hartanah Berhad	Rental payable by 7-Eleven at:- <ol style="list-style-type: none"> <li data-bbox="454 324 922 454">1. RM2,056 per month for renting of shoplot at UG1, Upper Ground Floor, Jalil Link 2, No. 5 Jalan Jalil Perkasa 1, Kuala Lumpur <li data-bbox="454 472 922 629">2. RM5,855 per month for renting Unit No. G-11, Tropika Bukit Jalil, Jalan Jalil Perkasa 3, Bukit Jalil, Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur Tenure of the above rental agreements is for a period of 3 years and renewable thereafter <ol style="list-style-type: none"> <li data-bbox="454 779 922 965">3. RM300 per month for renting of common area louver for placement of business signage at Tropika Bukit Jalil, Jalan Jalil Perkasa 3, Kuala Lumpur. Tenure of the rental agreement is for a period of 1 year* 	BCorporation and Persons Connected with it as mentioned in the notes of Sections 2.3 and 6.1	<p style="text-align: right;">25</p> <p style="text-align: right;">70</p> <p style="text-align: right;">4</p>
Total			1,034
<i>BA</i>ssets and/or its unlisted subsidiary companies:-			
BTSSB	Rental payable by 7-Eleven at:- <ol style="list-style-type: none"> <li data-bbox="454 1122 922 1335">1. RM3,474 per month or 8% of the monthly revenue generated, whichever is higher, for renting of shoplot at Lot 05-92, 5th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 1 year <li data-bbox="454 1361 922 1608">2. RM20,164 per month or 8% of the monthly revenue, whichever is higher, for renting of shoplot at Lot 01-16, 1st Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is based on a mutually agreed month-to-month tenancy by way of letter <li data-bbox="454 1637 922 1823">3. RM10,345 per month for renting of training room at Lot 08-77A-2, 8th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for 3 years and renewable thereafter 	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	<p style="text-align: right;">60</p> <p style="text-align: right;">315</p> <p style="text-align: right;">124</p>

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 30/5/2024 to the date of next AGM (RM'000)
BTSSB (Cont'd)	Rental payable by 7-Eleven at (Cont'd):- 4. RM2,994 per month for renting of storage at Lot G-37B, Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 1 years and renewable thereafter 5. RM46,770 per month or 8% of the monthly revenue, whichever is higher, for renting of shoplot at Lot G-13 and G-13A, Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 1 years and renewable thereafter 6. RM102,417 per month for renting of office premises at Lots 06-01, 06-01A, 07-01A, 07-01, 07-02, 08-47 to 08-50, 08-52, 08-53, 08-76, 08-77A, 09-56, 09-62 to 09-64, 09-97, 10-01 and 10-01A, 6th to 10th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	36 860 1,229
BTS Car Park Sdn Bhd	Parking charges payable by 7-Eleven for leasing of parking bays at Berjaya Times Square, Jalan Imbi, Kuala Lumpur	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	850
Berjaya Waterfront Sdn Bhd	Rental payable by 7-Eleven at 2% of the monthly gross sales generated for renting of Lot 1.28, Level 1, Berjaya Waterfront Complex, No. 88, Jalan Ibrahim Sultan, Stulang Laut, Johor Bahru. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TUM, TSVT, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	42
Total			3,516

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 30/5/2024 to the date of next AGM (RM'000)
<i>BFood and/or its unlisted subsidiary company:-</i>			
Berjaya Food Trading Sdn Bhd	Purchase of bottled beverages and consumable products by 7-Eleven	BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	5,000
	Advertising service income receivable by 7-Eleven		900
Berjaya Jollibean (M) Sdn Bhd	Purchase of beverages and consumable products by 7-Eleven*	BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	1,200
Total			7,100
<i>Other related parties:-</i>			
Sun Media Corporation Sdn Bhd	Purchase of <i>The Sun</i> newspaper by 7-Eleven*	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	29
Ace Print Sdn Bhd	Purchase of consumables by 7-Eleven	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	1,200
Berjaya Sompo Insurance Berhad	Rental payable by 7-Eleven at RM4,600 per month for renting of shoplot at No. C-17 (GF), Jalan Ampang Utama 1/1, Taman Ampang Utama, Ampang, Selangor. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	BCorporation and Persons Connected with it as mentioned in the notes of Sections 2.3 and 6.1	56
Qinetics Services	Purchase of hardware, software, networking equipment, maintenance and management services by 7-Eleven	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	20
Razer Fintech	Commission receivable by 7-Eleven for in-store service such as reloads of mobile phones, Touch'n Go, online games and gift cards and bill payments	BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	54,000
	Transaction value payable by 7-Eleven for in-stores services such as reloads of mobile phones, Touch'n Go, online games and gift cards and bill payments		7,200,000
	Payment of commission by 7-Eleven for e-wallet & MyDebit transactions (Merchant Discount Rate)		4,500

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 30/5/2024 to the date of next AGM (RM'000)
Razer Fintech (Cont'd)	Transaction value receivables by 7-Eleven for e-wallet transactions Thermal paper charges receivable by 7-Eleven	BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	725,000 900
U Mobile	Commission receivable by 7-Eleven for sale of mobile phone reloads Transaction values payable by 7-Eleven for in-store services for sale of mobile phone reloads and card started pack Advertisement placing fees receivable by 7-Eleven Prepaid incentive receivable for sale of mobile phone reloads	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	17,000 301,000 15,000 1,500
Sparkling Hallmark	Rental payable by 7-Eleven at:- 1. RM3,500 per month for renting of retail space at Lot 14855 Jalan Bandar 4, Taman Melawati, Kuala Lumpur. Tenure of the rental agreement is for a period of 2 years and renewable thereafter 2. RM5,000 per month plus 1% of the monthly revenue generated for renting of retail space at PT42030, Batu 12, Jalan Gambang, Kuantan, Pahang. Tenure of the rental agreement is for a period of 3 years and renewable thereafter 3. RM7,000 per month plus 1% of the total monthly sales for renting of retail space at Lot No. 48370 (PT 569), USJ 16, Jalan Usaha, UEP Subang Jaya, Subang Jaya, Selangor. Tenure of the rental agreement is for a period of 3 years and renewable thereafter 4. RM6,500 per month plus 1% of the total monthly sales for renting of retail space at Caltex Batu 12 ¾ Jalan Cheras Kajang, Mukim Cheras, Selangor. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	42 103 129 129

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 30/5/2024 to the date of next AGM (RM'000)
Sparkling Hallmark (Cont'd)	Rental payable by 7-Eleven at (Cont'd):- 5. RM4,500 per month for renting of retail space at Caltex, PT 55, Jalan Changgai, Petaling Jaya, Selangor. Tenure of the rental agreement is for a period of 1 year and renewable thereafter	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	54
TREC Holdings Sdn Bhd	Rental payable by 7-Eleven at RM8,263 per month for renting of shoplot and storage at A-04 & A-05, A-A-04 & A-A-05, Ground Floor, The Alcove, TREC Lots 436 & 438, Jalan Tun Abdul Razak, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	100
Mr. Tan Tee Ming and Ms. Nerine Tan Sheik Ping	Rental payable by 7-Eleven at RM4,400 per month for renting of shoplot at No. 70, Ground Floor, Jalan Sungai Rasau E 32/E, Taman Berjaya, Seksyen 32, Shah Alam, Selangor. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TSVT, TUM and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	53
Singer	Purchase of chest freezer & microwave by 7-Eleven	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	300
Eco Palm Paper Sdn Bhd	Sales of recycled carton boxes & plastics by 7-Eleven	TUM, TSVT and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	300
Total			8,321,415
Grand Total			8,350,609

Notes:-

* *New Recurrent Related Party Transactions which were not covered in the previous general mandate.*

(1) *The estimated values from 30 May 2024 to the date of next AGM in 2025 are based on historical records and budgets of the respective Recurrent Related Party Transactions. The actual value of these transactions may differ from the said estimated values.*

(2) *TSVT is a major shareholder of 7-Eleven Holdings, BCorporation and BAssets. His direct and indirect interests in these companies other than 7-Eleven Holdings as at the LPD are set out below:-*

	% of Interest	
	Direct	Indirect
BCorporation	7.47	8.59 ^(a)
BAssets	32.36	16.20 ^(b)

Notes:-

(a) *Deemed interested by virtue of his interests in Ascot Sports Sdn Bhd, HRESB, BAssets (the holding company of BBright and BTSSB), BMedia (the holding company of Gemtech (M) Sdn Bhd), B&B and HQZ (the ultimate holding company of DUSB and PMSB) and his deemed interests in Berjaya Infrastructure Sdn Bhd, Convenience Shopping (Sabah) Sdn Bhd and Lim Kim Hai Sales & Services Sdn Bhd.*

(b) *Deemed interested by virtue of his interests in HRESB, B&B, Berjaya VTCY Sdn Bhd, MOL.com Sdn Bhd (the ultimate holding company of Lim Kim Hai Sales & Services Sdn Bhd), U Telemedia Sdn Bhd, Prime Realty Holdings Sdn Bhd and his deemed interests in Berjaya Infrastructure Sdn Bhd and BRetail.*

(3) *BCorporation is a major shareholder of 7-Eleven Holdings, BLand, BAssets and BFood. Its direct and indirect interests in these companies other than 7-Eleven Holdings as at the LPD are set out below:-*

	% of Interest	
	Direct	Indirect
BLand	8.54	64.86 ^(a)
BAssets	-	16.62 ^(a)
BFood	5.7%	53.71 ^(a)

Note:-

(a) *Deemed interested by virtue of its 100% interest in BGroup.*

(4) *TUM is an Executive Director cum Co-Chief Executive Officer and a shareholder of 7-Eleven Holdings. TUM is also a son of TSVT. Hence, TUM and TSVT are Persons Connected to each other.*

(5) *Sun Media Corporation Sdn Bhd is a wholly-owned subsidiary of BMedia. TSVT is a major shareholder of BMedia. His direct and indirect interests in BMedia as at the LPD are set out below:-*

	% of Interest	
	Direct	Indirect
TSVT	39.08	30.22 ^(a)

Note:-

(a) *Deemed interested by virtue of his interests in BCorporation, HRESB, Superior Structure Sdn Bhd, BAssets (the holding company of BTSSB and BBright), B&B and HQZ (the ultimate holding company of DUSB and PMSB).*

(6) *Ace Print Sdn Bhd is 39.2% owned by Tan U-Peng. Tan U-Peng is a son of TSVT and a brother of TUM. Hence, Tan U-Peng is a Person Connected with TSVT and TUM.*

(7) *Berjaya Sampo Insurance Berhad is a 30% owned associated company of BCorporation.*

- (8) *Qinetics Services is a wholly-owned subsidiary of Qinetics Solutions Sdn Bhd, which in turn is an 73% owned subsidiary of MOL.com Sdn Bhd, TSVT is a deemed major shareholder of Qinetics Services by virtue of his 81.17% direct interest in MOL.com Sdn Bhd.*

TUM is a Director of Qinetics Solutions Sdn Bhd.

- (9) *Razer Fintech is 18.81% owned by Berjaya Fintech Sdn Bhd which in turn is 100% owned by BGroup, a 100% owned subsidiary of BCorporation.*

- (10) *U Mobile is 7.41%, 2.01% and 6.20% owned by U Telemedia Sdn Bhd, Berjaya Infrastructure Sdn Bhd and Singer respectively. TSVT, the Chairman of U Mobile, is also a major shareholder of U Mobile by virtue of his interests in U Telemedia and his deemed interests in Berjaya Infrastructure Sdn Bhd and Singer by virtue of his 99.99% interest in HQZ.*

- (11) *Sparkling Hallmark is 100% owned by TUM. TUM is also a Director of Sparkling Hallmark.*

- (12) *TREC Holdings Sdn Bhd is a 30% owned associated company of BAssets. TSVT is a deemed substantial shareholder of TREC Holdings Sdn Bhd by virtue of his interest in BAssets.*

- (13) *Tan Tee Ming is the spouse of Nerine Tan Sheik Ping who is a daughter of TSVT and a sister of TUM. Hence, Tan Tee Ming and Nerine Tan Sheik Ping are Persons Connected with TSVT and TUM.*

- (14) *Singer is 100% owned by BRetail, a wholly-owned subsidiary of PMSB which in turn is a wholly-owned subsidiary of Intan Utilities Sdn Bhd. TSVT is a deemed major shareholder of Intan Utilities Sdn Bhd by virtue of his 99.99% interest in HQZ.*

- (15) *Eco Palm Paper Sdn Bhd is 68.1% owned by TSVT by virtue of his interest in HRESB.*

TUM is a Director of Eco Palm Paper Sdn Bhd.

2.4 Methods Or Procedures On Which Transactions Prices Are Determined/Review Procedures For Recurrent Related Party Transactions

The 7-Eleven Holdings Group has established various methods and procedures to ensure that Recurrent Related Party Transactions are entered into on an arm's length basis and on normal commercial terms which are consistent with the Group's normal business practices and policies and are on terms not more favourable to the Related Parties than those extended to third parties and are not detrimental to the minority shareholders. They include, inter-alia, the following:-

- (i) the transaction prices are based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- (ii) the Related Parties and interested Directors will be notified of the method and/or procedures of the 7-Eleven Holdings Group;
- (iii) records of Recurrent Related Party Transactions will be retained and compiled by the Group accountant for submission to the Audit Committee for review;
- (iv) the Audit Committee is to provide a statement that it has reviewed the terms of the Recurrent Related Party Transactions to ensure that such transactions are undertaken based on terms not more favourable to the Related Parties than those generally available to the public, are not detrimental to the minority shareholders and are in the best interest of the 7-Eleven Holdings Group;
- (v) directors who have any interest in any of the Recurrent Related Party Transactions shall abstain from Board deliberations and voting and will ensure that they and any Person(s) Connected with them will also abstain from voting on the resolution at the EGM or AGM to be convened for the purpose; and

- (vi) disclosures will be made in the annual report of the breakdown of the aggregate value of Recurrent Related Party Transactions during the financial year, amongst others, 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 relationship with the 7-Eleven Holdings Group.

At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the 7-Eleven Holdings Group based on those offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the Recurrent Related Party Transaction is not detrimental to the 7-Eleven Holdings Group.

The guidelines for the relevant approving authority practiced by the 7-Eleven Holdings Group in relation to Recurrent Related Party Transactions are as follows:-

- (i) transactions below RM1,000,000 each in value, will be reviewed and approved by the Co-Chief Executive Officers or any one of the Executive Directors or such other senior executive(s) (not being a person connected to the Related Party) designated by the Audit Committee from time to time for such purpose, and tabled for review by the Audit Committee on a quarterly basis.
- (ii) transactions equal to or exceeding RM1,000,000 each in value will be reviewed and approved by the Audit Committee.
- (iii) the Co-Chief Executive Officers or any of the Executive Directors or other senior executive(s) designated by the Audit Committee from time to time for such purpose, and the Audit Committee, may, as he/it deems fit, request for additional information pertaining to the transaction under review from independent sources or advisers, including the obtaining of valuations from independent valuers.

2.5 Statement By Audit Committee

The Audit Committee of 7-Eleven Holdings has seen and reviewed the procedures mentioned in Section 2.4 above and is of the opinion that the abovementioned procedures are sufficient to ensure that the Recurrent Related Party Transactions are carried out on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

The 7-Eleven Holdings Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. The Audit Committee of 7-Eleven Holdings conducts the review of these procedures and processes on an annual basis and review all the Recurrent Related Party Transactions on a quarterly basis.

2.6 Existing Mandate On Recurrent Related Party Transactions

Set out below is the actual value transacted of each Recurrent Related Party Transactions of the 7-Eleven Holdings Group, from the date on which the existing mandate was obtained on 26 May 2023 up to the LPD, together with its estimated value as disclosed in the Circular to Shareholders dated 27 April 2023:-

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Actual value transacted from 26/5/2023 to the LPD (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 27/4/2023 (RM'000)
<i>BCorporation and/or its unlisted subsidiary companies:-</i>			
Berjaya Registration Services Sdn Bhd	Receipt of share registration services and other related services by the 7-Eleven Holdings Group	21	86
BLoyalty Sdn Bhd	Loyalty reward charges paid by the 7-Eleven Holdings Group	77	300
Securexpress Services Sdn Bhd	Receipt of transportation services by the 7-Eleven Holdings Group for delivery of merchandise from the combined distribution centre to "7-Eleven" convenience stores	9,445	14,200
Regal Class Residence Sdn Bhd	Rental paid by 7-Eleven for renting of shoplot at Lot 1-1-1B, Menara Bangkok Bank, Laman Sentral Berjaya, Kuala Lumpur	105	126
Berjaya Hills Resort Berhad	Rental paid by 7-Eleven for renting of 2 units quarter at Alamanda Staff Quarters, KM 48, Persimpangan Bertingkat, Lebuhraya Karak, Bukit Tinggi, Bentong, Pahang	8	10
	Rental paid by 7-Eleven for renting of shoplot at La Flamme Rose, Berjaya Hills Resort, KM 48, Persimpangan Bertingkat, Lebuhraya Karak, Bukit Tinggi, Pahang	32	60
JL Morison (Malaya) Sdn Bhd	Purchase of consumer products by 7-Eleven	234	662
Country Farms Sdn Bhd	Purchase of consumer products by 7-Eleven	615	1,500
Total		10,537	16,944

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Actual value transacted from 26/5/2023 to the LPD (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 27/4/2023 (RM'000)
<i>BLand and/or its unlisted subsidiary companies:-</i>			
Angsana Gemilang Sdn Bhd	Rental paid by 7-Eleven for renting of shoplot at No. 32G, Jalan Sultan Ismail, Kuala Lumpur	148	156
Nural Enterprise Sdn Bhd	Rental paid by 7-Eleven for renting of:- 1. shoplot at Kiosk II, Lower Ground Floor, Plaza Berjaya, Jalan Imbi, Kuala Lumpur 2. office at Lot 1.05, 1 st Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur ⁽¹⁾ 3. office at Lots 5C, 5D & 5E, 5 th Floor, Office Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur ⁽¹⁾ 4. office at Lot 5B, 5 th Floor, Office Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur ⁽¹⁾ 5. office at Lot 4.01, Level 3A and Lots 5.01A & B, 5 th Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur ⁽¹⁾ 6. office at Lots 3.35 & 3.36, 3 rd Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur ⁽¹⁾ 7. office at Lot 3.05 and Lot 3.12, 3 rd Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur ⁽¹⁾ 8. office at Lot 5A, 5 th Floor, Office Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur ⁽¹⁾ 9. office at Lot 5F, 5 th Floor, Office Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur ⁽¹⁾ 10. additional common area converted into office space in front of Lot No 3.35 & 3.36, Third Floor, Office Block, Plaza Berjaya, No. 12 Jalan Imbi, Kuala Lumpur ⁽¹⁾	72 131 90 46 866 340 116 31 30 8	86 157 108 55 1,039 408 139 37 36 10

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Actual value transacted from 26/5/2023 to the LPD (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 27/4/2023 (RM'000)
ANSA Hotel KL Sdn Bhd	Rental paid by 7-Eleven for renting of shoptlot at S.1, Sidewalk Island, No. 101, Jalan Bukit Bintang, Kuala Lumpur	478	558
Berjaya Hartanah Berhad	Rental paid by 7-Eleven for renting of:- 1. shoptlot at UG 1, The Link 2, Jalan Jalil Perkasa 10, Bukit Jalil, Kuala Lumpur 2. shoptlot at Unit No. G-11, Tropika Bukit Jalil, No.2, Jalan Jalil Perkasa 3, Bukit Jalil, Kuala Lumpur	21 55	25 63
Aces Parking Sdn Bhd	Parking charges payable by 7-Eleven for leasing of parking bays at Plaza Berjaya	484	620
Total		2,916	3,497
<i>BA</i>Assets and/or its unlisted subsidiary companies:-			
BTSSB	Rental paid by 7-Eleven for renting of:- 1. shoptlot at Lot 05-92, 5 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 2. shoptlot at Lot 01-16, 1 st Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 3. training room at Lot 08-77A-2, 8 th Floor, Berjaya Times Square, Jln Imbi, Kuala Lumpur 4. storage at Lot G-37B, Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 5. shoptlot at Lot G-13A, Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 6. office at Lot 06-01 & 06-01A, 6 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 7. office at Lot 07-01, 07-01A, 07-02, 07-03 & 07-05, 7 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 8. office at Lots 08-52, 08-53 & 08-77A, 8 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 9. office at Lots 08-76, 08-49 & 08-50 8 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	41 202 134 55 313 39 43 59 12	60 315 161 67 842 231 260 352 70

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Actual value transacted from 26/5/2023 to the LPD (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 27/4/2023 (RM'000)
BTSSB (Cont'd)	Rental paid by 7-Eleven for renting of (Cont'd):- 10. office at Lots 09-62, 09-63, 09-64 & 09-97 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 11. office at Lots 09-56, 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 12. office at Lot 10-01, 10th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur Rental paid by CPRM for renting of shoplot at Parcel No. LG-39 & LG-40 (postal address LG-33 & LG-32), LG Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur ⁽²⁾	 46 6 92 330	 274 34 551 400
BTS Car Park Sdn Bhd	Parking charges paid by 7-Eleven for leasing of parking bays at Berjaya Times Square	227	820
Berjaya Waterfront Sdn Bhd	Rental paid by 7-Eleven for renting Lot No 1.28, Level 1, Berjaya Waterfront Complex, No 88, Jalan Ibrahim Sultan, Stulang Laut, Johor Bahru	29	38
Total		1,628	4,475
<i>BFood and/or its unlisted subsidiary company:-</i>			
Berjaya Food Trading Sdn Bhd	Purchase of bottled beverages and consumable products by 7-Eleven Advertising service income received by 7-Eleven	 573 385	 9,900 1,600
Total		958	11,500
<i>Other related parties:-</i>			
Sun Media Corporation Sdn Bhd	Placement of advertisements by the 7-Eleven Holdings Group in <i>The Sun</i> newspaper Display incentive received by 7-Eleven for placement of <i>The Sun</i> newspapers in the outlets of 7-Eleven	 140 164	 500 430
Ace Print Sdn Bhd	Purchase of consumables by 7-Eleven	927	2,000
Berjaya Sampo Insurance Berhad	Rental paid by 7-Eleven for renting of shoplot at No. C-17, Ground Floor, Jalan Ampang Utama 1/1, Taman Ampang Utama, Ampang, Selangor	52	55

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Actual value transacted from 26/5/2023 to the LPD (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 27/4/2023 (RM'000)
Qinetics Services	Purchase of hardware, software, networking equipment, maintenance and management services by 7-Eleven	-	20
Razer Fintech	Receipt of commission by 7-Eleven for in-store service such as reloads of mobile phones, Touch'n Go, online games and gift cards and bill payments	36,282	53,000
	Transaction value paid by 7-Eleven for in-stores services such as reloads of mobile phones, Touch'n Go, online games and gift cards and bill payments	4,336,257	7,100,000
	Payment of commission by 7-Eleven for e-wallet transactions (Merchant Discount Rate)	1,609	2,700
	Transaction value received by 7-Eleven for e-wallet transactions	477,886	725,000
	Thermal paper charges received by 7-Eleven	352	900
U Mobile	Receipt of commission by 7-Eleven for sale of mobile phone reloads	7,716	17,000
	Transaction values paid by 7-Eleven for in-store services for sale of mobile phone reloads	149,897	301,000
	Receipt of advertisement placing fees by 7-Eleven	8,293	12,000
	Receipts of prepaid incentive for sale of mobile phone reloads	821	1,500
Sparkling Hallmark	Rental paid by 7-Eleven for renting of:-		
	1. retail space at Lot 14855 Jalan Bandar 4, Taman Melawati, Kuala Lumpur	35	42
	2. retail space at PT42030, Batu 12, Jalan Gambang, Kuantan, Pahang.	63	98
	3. renting of retail space at Lot No. 48370 (PT 569), USJ 16, Jalan Usaha, UEP Subang Jaya, Subang Jaya, Selangor	84	125
	4. retail space at Caltex Batu 12 ¾ Jalan Cheras Kajang, Mukim Cheras, Selangor	83	119
	5. retail space at Caltex, PT 55, Jalan Changgai, Petaling Jaya, Selangor	35	48

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Actual value transacted from 26/5/2023 to the LPD (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 27/4/2023 (RM'000)
TREC Holdings Sdn Bhd	Rental paid by 7-Eleven for renting of shoplot and storage at A-04 & A-05, A-A-04 & A-A-05, Ground Floor, The Alcove, TREC Lot 436 & 438, Jalan Tun Abdul Razak, Kuala Lumpur	87	105
Tropicana Indah Sdn Bhd	Rental paid by 7-Eleven for renting of shoplot at Lot CC-31, Concourse Floor, Tropicana Gardens Mall, No. 2A, Persiaran Surian, Tropicana Indah, Petaling Jaya, Selangor ⁽³⁾	36	281
Mr. Tan Tee Ming and Ms. Nerine Tan Sheik Ping	Rental paid by 7-Eleven for renting of shoplot at No. 70 Ground Floor, Jalan Sungai Rasau E 32/E, Taman Berjaya, Seksyen 32, Shah Alam, Selangor	44	53
Singer	Purchase of chest freezer & microwave by 7-Eleven	329	700
Eco Palm Paper Sdn Bhd	Sales of recycled carton boxes and plastics by 7-Eleven	25	500
Jejari Artistik Sdn Bhd	Rental income received by Caring Pharmacy (Kinrara) Sdn Bhd for renting of shoplot at No. 19B, Jalan TK 1/11A, Taman Kinrara, Puchong, Selangor ⁽²⁾	14	19
TDR Jaya Sdn Bhd	Rental income received by Caring Pharmacy (Kinrara) Sdn Bhd for renting of shoplot at No. 19C, Jalan TK 1/11A, Taman Kinrara, Puchong, Selangor ⁽²⁾	14	19
Zenzari World Sdn Bhd.	Rental income received by Caring Pharmacy (Kinrara) Sdn Bhd for renting of shoplot at No. 19B, Jalan TK 1/11A, Taman Kinrara, Puchong, Selangor ⁽²⁾	9	12
	Purchase of personal care products by CPRM ⁽²⁾	12	200
MOSB	Payment made to CPRM for accounting service ⁽²⁾	5	6
BIO	Purchase of healthcare products by CPRM ⁽²⁾	33,102	55,000
CPHSB	Rental paid by Caring Pharmacy Sdn Bhd for renting of shoplot at 21, Ground Floor, Jalan Hujan Rahmat, Taman Overseas Union, Kuala Lumpur ⁽²⁾	49	64
	Payment made to CPRM for accounting service ⁽²⁾	5	6

7-Eleven Holdings Group with the following Related Parties	Nature of transactions undertaken by 7-Eleven Holdings and/or its unlisted subsidiary companies	Actual value transacted from 26/5/2023 to the LPD (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 27/4/2023 (RM'000)
Pharm D Sdn Bhd	Purchase of healthcare products by CPRM ⁽²⁾	-	5
Sin Yen Sen Engineering	Installation cost payable by CPRM for goods hoist, partition frame, roller shuttle staircase handrail ⁽²⁾	4	35
Total		5,054,431	8,273,542
Grand Total		5,070,470	8,309,958

Notes:-

- (1) *The tenancy agreements have been terminated on 28 February 2024 in view of 7-Eleven moved its corporate office to Berjaya Time Square from Plaza Berjaya.*
- (2) *On 29 December 2023, Caring ceased to be a 75%-owned subsidiary of the 7-Eleven Holdings Group following the completion of the disposal of Caring to BIG Pharmacy Holdings Sdn Bhd. Accordingly, the actual transaction value recorded for each transaction is up to 29 December 2023.*
- (3) *The tenancy agreement for the shoplot at Lot CC-31, Concourse Floor, Tropicana Gardens Mall, No. 2A, Persiaran Surian, Tropicana Indah, 47810 Petaling Jaya, Selangor was not renewed upon its expiry in 4 August 2023.*

2.7 Amount Due And Owing By Related Parties Pursuant To The Recurrent Related Party Transactions

As at 31 December 2023, there is no outstanding amount due and owing to the 7-Eleven Holdings Group by its Related Parties under the Recurrent Related Party Transactions which exceeded the credit term.

3.0 RATIONALE FOR, AND THE BENEFIT TO THE 7-ELEVEN HOLDINGS GROUP FROM TRANSACTING WITH RELATED PARTIES

- 3.1 The Recurrent Related Party Transactions entered into or to be entered into by the 7-Eleven Holdings Group are all in the ordinary course of business and intended to meet the business needs of the Group at the best possible terms so as to achieve the synergistic benefits within the 7-Eleven Holdings Group. As such, it is anticipated that the Recurrent Related Party Transactions would occur on a frequent and recurrent basis.
- 3.2 The Proposed Mandate will eliminate the need to make announcements to the Exchange and/or to convene separate EGMs from time to time to seek shareholders' prior approvals for the 7-Eleven Holdings Group to enter into such Recurrent Related Party Transactions. This will serve to reduce substantial administrative time and expenses in convening such EGMs without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group.
- 3.3 The Recurrent Related Party Transactions provide the 7-Eleven Holdings Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities within the 7-Eleven Holdings Group and the Related Parties.

4.0 CONDITIONS FOR THE PROPOSED MANDATE

- 4.1 The Proposed Mandate is conditional upon approval being obtained from shareholders of 7-Eleven Holdings at the forthcoming AGM. The Proposed Mandate being procured from shareholders of 7-Eleven Holdings at the forthcoming AGM is subject to annual renewal.

5.0 FINANCIAL EFFECTS OF THE PROPOSED MANDATE

5.1 The Proposed Mandate does not have any effect on the issued share capital of 7-Eleven Holdings and is not expected to have any material effect on the consolidated earnings and NA of 7-Eleven Holdings.

6.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

6.1 The direct and indirect shareholdings of the interested Major Shareholders, the interested Director and Persons Connected with them in 7-Eleven Holdings as at the LPD are as follows:-

Interested Major Shareholders/ Directors/ Persons Connected	←-----Direct-----→		←-----Indirect-----→	
	No. of 7-Eleven Holdings Shares	%	No. of 7-Eleven Holdings Shares	%
Major Shareholders of 7-Eleven Holdings				
TSVT	248,024,163	22.36	63,277,924 ^(a)	5.71
BCorporation	18,910,000	1.71	140,435,669 ^(b)	12.66
Director of 7-Eleven Holdings				
TUM	621,509	0.06	-	-
Persons Connected				
Tan U-Peng	-	-	-	-
Tan Tee Ming	-	-	-	-
Nerine Tan Sheik Ping	-	-	-	-

Notes:-

- (a) Deemed interested by virtue of his interests in the following companies:-
- HQZ, the ultimate holding company of BRetail, Berjaya True Ascend Sdn Bhd (formerly known as True Ascend Sdn Bhd) and Berjaya Infrastructure Sdn Bhd;
 - BAssets, the holding company of BBright;
 - U Telemedia Sdn Bhd;
 - HRESB; and
 - B&B
- (b) Deemed interested by virtue of its interest in the following companies:-
- BGroup, the holding company of BLand, Bukit Kiara Resort Berhad, KDE Recreation Berhad, Berjaya Vacation Club Berhad, Nural Enterprise Sdn Bhd, Inter-Pacific Securities Sdn Bhd, Inter-Pacific Capital Sdn Bhd, Regal Class Residence Sdn Bhd, Berjaya Food (International) Sdn Bhd, Magna Mahsuri Sdn Bhd, Berjaya Philippines Inc. and
 - REDtone Digital Berhad.

6.2 Based on details as disclosed in Section 2.3 above, TUM being the interested Director of 7-Eleven Holdings, has abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate.

TUM will abstain from voting in respect of his direct and/or indirect shareholdings (where applicable) on the ordinary resolution approving the Proposed Mandate at the forthcoming AGM. TUM has also undertaken to ensure that Persons Connected with him will abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM.

CKS is a common director of 7-Eleven Holdings and BAssets. Although CKS is not deemed to be interested in the Proposed Mandate pursuant to the Listing Requirements, he has however voluntarily abstained and will continue to abstain from all Board deliberations and voting in relation to Proposed Mandate. He will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM.

6.3 The interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings (where applicable) on the ordinary resolution approving the Proposed Mandate at the forthcoming AGM. The interested Major Shareholders have undertaken to ensure that Persons Connected with them will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM.

6.4 Save as disclosed, none of the other Directors or Major Shareholders of 7-Eleven Holdings and Persons Connected with them, have any interest, direct or indirect in the Proposed Mandate.

7.0 DIRECTORS' RECOMMENDATION

7.1 The Board of 7-Eleven Holdings (except for TUM and CKS) having considered all aspects of the Proposed Mandate, is of the opinion that it is in the best interest of the 7-Eleven Holdings Group and accordingly the Board with the exception of TUM and CKS who have abstained from making any recommendation on the Proposed Mandate, recommends that you vote in favour of the Proposed Mandate to be tabled at the forthcoming AGM.

8.0 AGM

8.1 The AGM, notice of which is enclosed in the Annual Report 2023 and an extract of ordinary resolution on the Proposed Mandate is enclosed in this Circular, will be conducted virtually through live streaming from broadcast venue at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Thursday, 30 May 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Mandate.

8.2 The voting on the ordinary resolution at the AGM of the Company will be by poll. If you are unable to participate and vote remotely via the Remote Participation and Electronic Voting facilities to be provided by the Poll Administrator of the Company, Boardroom Share Registrars Sdn Bhd via its e-Portal at <https://investor.boardroomlimited.com/> at the forthcoming AGM, you may appoint a proxy to participate and vote on your behalf. If you wish to do so, you shall execute and deposit the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible so as to arrive at the Share Registrar's office of the Company, Berjaya Registration Services Sdn Bhd at 09-27 Level 9, Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur. Alternatively, you may also submit the Form of Proxy electronically via Boardroom Smart Investor Portal at https://investor.boardroomlimited.com by logging in and selecting "E-PROXY LODGEMENT" not less than 48 hours before the time fixed for the AGM. For further information on electronic submission of Form of Proxy, please refer to the procedures in the Administrative Guide for Shareholders. The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the AGM of the Company should you subsequently wish to do so. Shareholders/proxy(ies) from the public will not be allowed to be physically present at the broadcast venue on the day of the AGM.

9.0 FURTHER INFORMATION

9.1 Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully,

For and on behalf of the Board of Directors of
7-ELEVEN MALAYSIA HOLDINGS BERHAD

MOYRA BINTI IBRAHIM
Independent Non-Executive Director

PART B

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS
OWN SHARES**



7-ELEVEN MALAYSIA HOLDINGS BERHAD

Registration No.: 201301028701 (1058531-W)

(Incorporated in Malaysia)

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

1.0 INTRODUCTION

- 1.1 On 18 April 2024, the Board of 7-Eleven Holdings announced that the Company proposes to seek a shareholders' mandate to renew the authority for 7-Eleven Holdings to purchase its own shares on the Exchange of up to a maximum of 10% of the total number of issued shares.
- 1.2 The purpose of this Statement is to provide you with the relevant details of the Proposed Share Buy-Back and to seek your approval for an ordinary resolution to be tabled at the forthcoming AGM, which will be conducted virtually through live streaming from broadcast venue at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Thursday, 30 May 2024 at 10.00 a.m. or any adjournment thereof.

2.0 DETAILS OF THE PROPOSED SHARE BUY-BACK

- 2.1 7-Eleven Holdings had, at its last AGM held on 26 May 2023, obtained its shareholders' mandate for the Company to purchase its own shares and the aforesaid mandate will continue to be in force until the conclusion of the forthcoming AGM which will be held on 30 May 2024.
- 2.2 A new mandate is required from the shareholders of the Company to renew the authority to purchase up to ten percent (10%) of its total number of issued shares on the Exchange, subject to the compliance with Section 127 of the Act and the Prevailing Laws at the time of purchase. This new mandate from the shareholders of the Company will be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the forthcoming AGM and may only continue to be in force until:-
 - (a) the conclusion of the next AGM of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date it is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

- 2.3 Based on the total number of issued share capital of the Company as at the LPD of 1,171,716,000 7-Eleven Holdings Shares, the number of shares that can be purchased by the Company is up to 117,171,600 7-Eleven Holdings Shares representing 10% of the total number of issued shares of the Company, inclusive of the 62,649,500 7-Eleven Holdings Shares that have already been purchased and retained as Treasury Shares. As such the balance that can be purchased by the company is up to 54,522,100 7-Eleven Holdings Shares.
- 2.4 The amount of funds to be allocated for the purchase of 7-Eleven Holdings Shares pursuant to the Proposed Share Buy-Back will be financed through internally generated funds and/or borrowings, the proportion of which will depend on the quantum of the cash consideration as well as the availability of internally generated funds and/or borrowings at the time of the purchase(s). In the event the Proposed Share Buy-Back is to be partly financed by borrowings, the Company expects that it will be capable of repaying the borrowings and that the borrowings will not have any material impact on the cash flows of the 7-Eleven Holdings Group. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Share Buy-Back.
- 2.5 The actual number of Shares Purchased, the total amount of funds to be utilised for each purchase and the timing of any purchase will depend on, inter-alia, the market conditions and sentiments of the stock market, the availability of financial resources, the retained profits of the Company as well as the public shareholding spread of the Company. The total consideration for the Proposed Share Buy-Back shall not exceed the retained profits of the Company, based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable). The retained profits of the Company as per audited financial statements as at 31 December 2023 is RM44,729,000.
- 2.6 The Board of 7-Eleven Holdings may resolve to cancel all the Shares Purchased, retain all the Shares Purchased as Treasury Shares, or retain part thereof as Treasury Shares and subsequently cancelling the balance.

In the event that the Board resolves to cancel the Shares Purchased, the 7-Eleven Holdings Group would expect the cancellation to enhance its EPS and thereby investors are expected to enjoy a corresponding increase in the value of their investments in the Company.

If the Shares Purchased are to be kept as Treasury Shares, it may be realised with potential gain without affecting the total issued share capital of the Company. The Company may also utilise the Treasury Shares as future share dividends to the shareholders of the Company and/or resell the Treasury Shares in the open market to profit from any future price appreciation of the 7-Eleven Holdings Shares. The Treasury Shares may be transferred for the purpose of an employees' share scheme or as purchase consideration

- 2.7 7-Eleven Holdings may only purchase its own shares on the Exchange at prices which are not more than fifteen per cent (15%) above the weighted average market price of 7-Eleven Holdings Shares for the five (5) market days immediately before the purchase(s).

The Company may only resell the Treasury Shares on the Exchange or transfer the Treasury Shares pursuant to Section 127(7) of the Act at:-

- (a) prices which are not less than the weighted average market price of 7-Eleven Holdings Shares for the five (5) market days immediately before the resale or transfer; or
- (b) at a discounted price of not more than 5% to the weighted average market price of 7-Eleven Holdings Shares for the five (5) market days immediately before the resale or transfer provided that:-

- (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
- (ii) the resale or transfer price is not less than the cost of purchase of the 7-Eleven Holdings Shares being resold or transferred.

2.8 The Proposed Share Buy-Back will be in accordance with the Prevailing Laws at the time of the purchase including compliance with the 25% shareholding spread as required by the Listing Requirements. As at the LPD, the public shareholding spread of the Company was approximately 31.22%. Assuming that the Proposed Share Buy-Back is implemented in full with the purchase from the public entirely, the shareholdings of the Directors and substantial shareholders of 7-Eleven Holdings and/or persons connected with them will remain the same and all Shares Purchased will be retained as Treasury Shares or cancelled, the public shareholding spread of the Company is expected to reduce to 27.67%.

3.0 RATIONALE FOR THE PROPOSED SHARE BUY-BACK

3.1 The Proposed Share Buy-Back will enable the Company to utilise any of its surplus financial resources to purchase its own shares which may have positive impact on the market price of 7-Eleven Holdings Shares. The Proposed Share Buy-Back, if implemented, may help to stabilise the supply and demand of the 7-Eleven Holdings Shares traded on the Exchange and thereby supporting its fundamental value.

3.2 The Proposed Share Buy-Back may also improve the future EPS of the Group and the return on equity as a result of a reduced share capital base if the Shares Purchased are subsequently cancelled.

3.3 If the Shares Purchased are to be retained as Treasury Shares, it will provide an option for the Company to resell the Treasury Shares at a higher price and generate capital gain for the Company. Alternatively, it may be distributed as share dividends to reward 7-Eleven Holdings' shareholders in the future.

4.0 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

4.1 The potential advantages of the Proposed Share Buy-Back are as follows:-

- (a) allows the Company to take preventive measures against speculation particularly when the 7-Eleven Holdings Shares are undervalued; and
- (b) allows the Company flexibility in attaining its desired capital structure.

4.2 The potential disadvantages of the Proposed Share Buy-Back are as follows:-

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

4.3 Nevertheless, the Board of 7-Eleven Holdings will be mindful of the interests of 7-Eleven Holdings and its shareholders in implementing the Proposed Share Buy-Back and its subsequent decisions in handling such Shares Purchased.

5.0 EFFECTS OF THE PROPOSED SHARE BUY-BACK

5.1 Issued Share Capital

5.1.1 If the Shares Purchased are being retained in full as Treasury Shares, the Proposed Share Buy-Back will not have any effect on the issued share capital of 7-Eleven Holdings. However, the rights attaching to them as to voting, dividends and participation in other distributions and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares for any purpose including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

5.1.2 The issued share capital of 7-Eleven Holdings will decrease if the Shares Purchased are cancelled. The proforma effect of the Proposed Share Buy-Back on the issued share capital of the Company assuming 7-Eleven Holdings purchases and subsequently cancels up to 10% of the existing issued share capital are as follows:-

	No. of 7-Eleven Holdings Shares
Issued share capital as at the LPD	1,171,716,000
Assuming all Shares Purchased are to be cancelled pursuant to the Proposed Share Buy-Back*	(117,171,600)
Resultant issued share capital	<u><u>1,054,544,400</u></u>

**Inclusive of the 62,649,500 7-Eleven Holdings Shares that have been purchased and retained as Treasury Shares as at the LPD.*

5.2 NA and EPS

5.2.1 NA

The NA per share may be increased or decreased, depending on the purchase price and the number of Shares Purchased. Should the purchase price per Share Purchased exceeds its existing NA per share at the time of purchase, the resultant NA per share should decrease accordingly. Conversely, should the purchase price per Share Purchased be lower than its existing NA per share at the time of purchase, the resultant NA per share should increase accordingly.

5.2.2 EPS

The effects of the Proposed Share Buy-Back on the EPS of 7-Eleven Holdings would depend on the number of Shares Purchased.

5.3 Working Capital

The Proposed Share Buy-Back is likely to reduce the working capital of the Group, the quantum of which will depend on the actual purchase price and number of Shares Purchased.

5.4 Dividends

The Board has resolved to declare an interim single-tier dividend of 2.7 sen per ordinary share on 1,109,066,500 ordinary shares with voting rights in respect of the financial year ended 31 December 2023. Barring any unforeseen circumstances, the Board does not expect the Proposed Share Buy-Back to materially affect the dividend policy of the Company. The actual dividend rate to be declared and paid will depend on, among others, the actual results of the Group, its cash reserves, capital commitment and future funding requirements. Notwithstanding the above, the Shares Purchased may be distributed as share dividends to shareholders of the Company, if the Board decides to do so.

5.5 Directors' and Substantial Shareholders' Shareholdings

5.5.1 Directors

The effects of the Proposed Share Buy-Back on the shareholdings of the Directors of 7-Eleven Holdings based on the Register of Directors as at the LPD are as follows:-

	As at the LPD				After the Proposed Share Buy-Back			
	<u>No. of 7-Eleven Holdings Shares</u>				<u>No. of 7-Eleven Holdings Shares</u>			
	<u>Direct</u>	<u>%⁽¹⁾</u>	<u>Indirect</u>	<u>%⁽¹⁾</u>	<u>Direct</u>	<u>%⁽²⁾</u>	<u>Indirect</u>	<u>%⁽²⁾</u>
Datuk Wira Farhash Wafa Salvador	-	-	-	-	-	-	-	-
Dato' Richard Alexander John Curtis	-	-	-	-	-	-	-	-
TUM	621,509	0.06	-	-	621,509	0.06	-	-
Wong Wai Keong	-	-	-	-	-	-	-	-
Tsai, Tzung-Han	-	-	291,396,226 ^(a)	26.27	-	-	291,396,226 ^(a)	27.63
CKS	103,584	0.01	-	-	103,584	0.01	-	-
Muhammad Lukman Bin Musa @ Hussain	30,801	#	-	-	30,801	#	-	-
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah	-	-	-	-	-	-	-	-
Moyra Binti Ibrahim	-	-	-	-	-	-	-	-

Notes:-

- (1) Calculated based on 1,109,066,500 7-Eleven Holdings Shares as at the LPD, which excludes the 62,649,500 7-Eleven Holdings Shares that have been purchased and retained as Treasury Shares.
- (2) Assuming the Proposed Share Buy-Back is undertaken in full and that the maximum of 117,171,600 7-Eleven Holdings Shares purchased representing 10% of the total number of issued shares of 7-Eleven Holdings as at the LPD of 1,171,716,000 7-Eleven Holdings Shares, are to retained as treasury shares and/or to be cancelled.
- (a) Deemed interested by virtue of his interests in Classic Union Group Ltd.
- # Less than 0.01%

5.5.2 Substantial Shareholders

The effects of the Proposed Share Buy-Back on the shareholdings of the substantial shareholders of 7-Eleven Holdings based on the Register of Substantial Shareholders as at the LPD are as follows:-

	As at the LPD				After the Proposed Share Buy-Back			
	<u>No. of 7-Eleven Holdings Shares</u>				<u>No. of 7-Eleven Holdings Shares</u>			
	<u>Direct</u>	<u>%⁽¹⁾</u>	<u>Indirect</u>	<u>%⁽¹⁾</u>	<u>Direct</u>	<u>%⁽²⁾</u>	<u>Indirect</u>	<u>%⁽²⁾</u>
TSVT	248,024,163	22.36	63,277,924 ^(a)	5.71	248,024,163	23.52	63,277,924 ^(a)	6.00
Classic Union Group Ltd	291,396,226	26.27	-	-	291,396,226	27.63	-	-
BCorporation	18,910,000	1.71	140,435,669 ^(b)	12.66	18,910,000	1.79	140,435,669 ^(b)	13.32
BGroup	-	-	140,435,669 ^(c)	12.66	-	-	140,435,669 ^(c)	13.32
Bland	39,343,000	3.55	53,422,669 ^(d)	4.82	39,343,000	3.73	53,422,669 ^(d)	5.07
Juara Sejati Sdn Bhd	-	-	125,365,669 ^(e)	11.30	-	-	125,365,669 ^(e)	11.89
Tsai, Tzung-Han	-	-	291,396,226 ^(f)	26.27	-	-	291,396,226 ^(f)	27.63
Tsai, Hong-Tu	-	-	291,396,226 ^(f)	26.27	-	-	291,396,226 ^(f)	27.63

Notes:-

- (1) *Calculated based on 1,109,066,500 7-Eleven Holdings Shares as at the LPD, which excludes the 62,649,500 7-Eleven Holdings Shares that have been purchased and retained as Treasury Shares.*
- (2) *Assuming the Proposed Share Buy-Back is undertaken in full and that the maximum of 117,171,600 7-Eleven Holdings Shares purchased representing 10% of the total number of issued shares of 7-Eleven Holdings as at the LPD of 1,171,716,000 7-Eleven Holdings Shares, are to retained as treasury shares and/or to be cancelled.*
 - (a) *Deemed interested by virtue of his interests in HQZ (the ultimate holding company of BRetail, Berjaya True Ascend Sdn Bhd (formerly known as True Ascend Sdn Bhd) and Berjaya Infrastructure Sdn Bhd), BAssets (the holding company of BBright), U Telemedia Sdn Bhd, HRESB and B&B.*
 - (b) *Deemed interested by virtue of its interests in BGroup.*
 - (c) *Deemed interested by virtue of its interests in BLand (the holding company of Bukit Kiara Resort Berhad, KDE Recreation Berhad, Berjaya Vacation Club Berhad, Magna Mahsuri Sdn Bhd, Berjaya Philippines Inc. and Nural Enterprise Sdn Bhd), Berjaya Capital Berhad (the holding company of Inter-Pacific Securities Sdn Bhd and Inter-Pacific Capital Sdn Bhd), REDtone Digital Berhad, Regal Class Residence Sdn Bhd and BFood (the holding company of Berjaya Food (International) Sdn Bhd).*
 - (d) *Deemed interested by virtue of its interests in Sports Toto Berhad (the holding company of Berjaya Philippines Inc., Magna Mahsuri Sdn Bhd), Bukit Kiara Resort Berhad, KDE Recreation Berhad, Berjaya Vacation Club Berhad and Nural Enterprise Sdn Bhd.*
 - (e) *Deemed interested by virtue of its interests in BLand (the holding company of, Bukit Kiara Resort Berhad, KDE Recreation Berhad, Berjaya Vacation Club Berhad, Nural Enterprise Sdn Bhd, Berjaya Philippines Inc and Magna Mahsuri Sdn Bhd), Berjaya Capital Berhad (the holding company of Inter-Pacific Securities Sdn Bhd and Inter-Pacific Capital Sdn Bhd) and REDtone Digital Berhad.*
 - (f) *Deemed interested by virtue of his interest in Classic Union Group Ltd.*

6.0 IMPLICATION RELATING TO THE CODE

- 6.1 As 7-Eleven Holdings has no intention for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory general offer under the Code by any of its substantial shareholders and/or parties acting in concert with them, the Board of 7-Eleven Holdings will ensure that only such number of 7-Eleven Holdings Shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Code will not be triggered.
- 6.2 The Board of 7-Eleven Holdings is aware of the requirements of the Code and will be mindful of the requirements when making any purchase of 7-Eleven Holdings Shares pursuant to the Proposed Share Buy-Back.

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7.0 HISTORICAL SHARE PRICE

7.1 The monthly highest and lowest traded prices of 7-Eleven Holdings Shares on the Exchange for the past twelve (12) months up to the LPD are as follows:-

	High (RM)	Low (RM)
2023		
April	2.10	1.97
May	2.08	1.92
June	2.02	1.90
July	2.29	1.92
August	2.02	1.92
September	2.00	1.91
October	2.00	1.92
November	2.00	1.90
December	2.00	1.92
2024		
January	2.00	1.94
February	2.00	1.95
March	2.01	1.97

The last transacted price of 7-Eleven Holdings on the LPD was RM2.00.

(Source: Bloomberg)

8.0 PURCHASES, RESALE, TRANSFER AND CANCELLATION OF TREASURY SHARES

8.1 7-Eleven Holdings had purchased a total of 980,000 of its own shares in the preceding twelve (12) months up to the LPD, details of which are set out below:-

Date	Number of 7-Eleven Holdings Shares purchased	Highest Price Paid (RM)	Lowest Price Paid (RM)	Average Price Paid (RM)	Total Amount Paid* (RM)
25/7/2023	980,000	2.01	1.99	2.00	1,960,120
Total	980,000				1,960,120

Note:-

* Includes transaction costs

8.2 As at the LPD, there are 62,649,500 7-Eleven Holdings Shares held and retained as Treasury Shares by the Company.

8.3 On 14 July 2023, 7-Eleven Holdings had cancelled a total of 61,669,000 Treasury Shares. The total issued share capital reduced to 1,171,716,000 7-Eleven Holdings Shares after the cancellation of Treasury Shares.

8.4 There was no resale or transfer of Treasury Shares during the preceding twelve (12) months and up to the LPD.

9.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

9.1 The Company is not aware of any Director or Major Shareholder of 7-Eleven Holdings and/or persons connected with them having any interest, direct or indirect, in the Proposed Share Buy-Back or the subsequent resale or transfer of the Treasury Shares.

10.0 DIRECTORS' RECOMMENDATION

10.1 The Directors of 7-Eleven Holdings, having considered all aspects of the Proposed Share Buy-Back, are of the opinion that the Proposed Share Buy-Back is in the best interest of the Group. Accordingly, they recommend that you vote in favour of the ordinary resolution in respect of the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

11.0 FURTHER INFORMATION

11.1 Shareholders are requested to refer to the attached Appendix I for further information.

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular/Statement has been seen and approved by the Directors of 7-Eleven Holdings and they collectively and individually accept full responsibility for the accuracy of the information given 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 in this Circular/Statement misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, neither 7-Eleven Malaysia Holdings nor any of its subsidiary companies have entered into any contract which is or may be material (not being contracts entered into in the ordinary course of business of the Company or any of its subsidiary companies) during the two (2) years immediately preceding the date of this Circular:-

- (a) A conditional Sale and Purchase Agreement dated 21 September 2023 entered into between Convenience Shopping (Sabah) Sdn Bhd, a 100%-owned subsidiary of 7-Eleven Holdings, Motivasi Optima Sdn Bhd and BIG Pharmacy Holdings Sdn Bhd for the proposed disposal by Convenience Shopping (Sabah) Sdn Bhd of its entire 75% equity interest in Caring Pharmacy Group Berhad (“**Caring**”) (excluding the Indonesian businesses) to BIG Pharmacy Holdings Sdn Bhd for a disposal consideration of RM675.0 million (subject to adjustments) (“**Disposal of Caring**”).

The Disposal of Caring was completed on 29 December 2023. The final disposal consideration after adjustments was RM666,248,195.

- (b) Contracts in relation to the acquisition of PT Era Caring Indonesia (“**ECI**”) by Indo Ventures Sdn Bhd (“**IVSB**”) from CPRM to facilitate IVSB’s entry into the pharmaceutical business in Indonesia and the transfer of the Indonesia businesses held by the Caring Group to facilitate the completion of the Disposal of Caring:-
- (i) a Deed of Shares Sale and Purchase dated 30 November 2023 entered into between IVSB (as purchaser) and CPRM (as vendor), wherein IVSB acquired the entire 50.1% equity interest in ECI held by CPRM for a cash consideration of RM5,510,581.
- (ii) an Adherence Agreement dated 30 November 2023 entered into between IVSB, CPRM, PT Era Prima Indonesia, and ECI to bind IVSB to the terms of the shareholders’ agreement executed between CPRM and PT Era Prima Indonesia as the existing shareholders of ECI.
- (iii) an Adherence Agreement dated 30 November 2023 entered into between IVSB, CPRM, PT Era Prima Indonesia, and PT Era Indonesia (“**EFI**”), which records the sale and transfer of the entire unsecured mandatory convertible bonds held by CPRM in EFI to IVSB for a cash consideration of RM5,074,060. This agreement also binds IVSB to the terms of the governance agreement executed between CPRM (as the existing bondholder), PT Era Prima Indonesia (as the controlling and majority shareholder of EFI).

The transfer of the Indonesian businesses held by the Caring Group to IVSB was completed on 30 November 2023.

3. MATERIAL LITIGATIONS

Neither 7-Eleven Holdings nor any of its subsidiary companies is engaged in any litigation, claims or arbitration either as plaintiff or defendant, which will have a material effect on the financial position of the Group and the Directors of 7-Eleven Holdings are not aware of any proceeding pending or threatened against the Group which might materially and/or adversely affect the position or business of the Group.

4. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection at the Registered Office of 7-Eleven Holdings at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, during the normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular/Statement up to the time set for convening the forthcoming AGM:-

- (a) Constitution of 7-Eleven Holdings;
- (b) Audited consolidated financial statements of 7-Eleven Holdings for the past 2 financial years ended 31 December 2022 and 31 December 2023; and
- (c) Material contracts referred to in Section 2 above.

EXTRACT OF RESOLUTIONS TO BE TABLED AT THE 7-ELEVEN HOLDINGS ELEVENTH AGM

ORDINARY RESOLUTION

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

“**THAT**, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 29 April 2024 (“**Proposed Mandate**”) which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the AGM at which such ordinary resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by ordinary resolution passed at that general 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 ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution.”

ORDINARY RESOLUTION

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

“**THAT**, subject always to the Companies Act, 2016 (“**the Act**”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution and the requirements of Bursa Malaysia Securities Berhad (“**Exchange**”) and any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares in the Company (“**7-Eleven Holdings Shares**”) through the Exchange and to take all such steps as are necessary (including the opening and maintaining of central depositories accounts under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreement, arrangement and guarantee with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

- 1. the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the existing total number of issued shares in the ordinary share capital of the Company;
- 2. the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;

3. the authority shall commence immediately upon passing of this ordinary resolution until:-
- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date it is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT upon completion of the purchase(s) of the 7-Eleven Holdings Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorized to deal with any 7-Eleven Holdings Shares so purchased by the Company in the following manner:-

- (a) cancel all the 7-Eleven Holdings Shares so purchased; or
- (b) retain all the 7-Eleven Holdings Shares as treasury shares for future resale or for distribution as dividends to the shareholders of the Company; or
- (c) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force.”