

**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, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has perused this Circular on a limited review basis pursuant to the provisions of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

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**SOUTHERN SCORE BUILDERS BERHAD**  
**(Formerly known as G Neptune Berhad)**  
(Registration No. 200301019817 (622237-D))

**CIRCULAR TO SHAREHOLDERS**

in relation to the

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE OR TRADING NATURE  
("PROPOSED SHAREHOLDERS' MANDATE")**

The Proposed Shareholders' Mandate will be tabled at the Extraordinary General Meeting ("EGM") of Southern Score Builders Berhad (formerly known as G Neptune Berhad) to be held at Platinum Hall@Platinum Suites, D-50A-01, Level 50A, 1020, Jalan Sultan Ismail, Kampung Baru, 50250 Kuala Lumpur, Wilayah Persekutuan on Friday, 3 February 2023 at 10.30 a.m. For further information, please refer to the Notice of the EGM. The Notice of the EGM together with the Form of Proxy are enclosed herein.

The Form of Proxy must be deposited at the office of the Company's Share Registrar, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof. The Form of Proxy may also be submitted electronically via the link at [mega-sharereg@megacorp.com.my](mailto:mega-sharereg@megacorp.com.my) not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy                      Wednesday, 1 February 2023 at 10.30 a.m.

Date and time of the EGM    Friday, 3 February 2023 at 10.30 a.m.

This Circular is dated 19 January 2023

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## DEFINITIONS

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

“Act”	:	The Companies Act, 2016 as amended from time to time and any re-enactment thereof
“Board”	:	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 19 January 2023
“Completion Date”	:	9 November 2022, the date of completion of the Company's Regularisation Plan
“EGM”	:	Extraordinary General Meeting
“Listing Requirements”	:	ACE Market Listing Requirements of Bursa Securities, including any amendments made in respect thereto from time to time
“LPD”	:	6 January 2023, being the latest practicable date prior to the issuance of this Circular
“Major Shareholder(s)”	:	<p>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:-</p> <p>a) equal to or more than 10% of the total number of voting shares in the company; or</p> <p>b) equal to or more than 5% of the total number of voting shares in the company where such person is the largest shareholder of the company;</p> <p>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.</p> <p>For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act.</p>
“Person(s) Connected”	:	In relation to a Director or a Major Shareholder, refers to such person who falls under any one of the categories as defined under Rule 1.01 of the Listing Requirements

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**DEFINITIONS (Cont'd)**

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“Proposed Shareholders’ Mandate”	:	Proposed Shareholders’ Mandate for the Group to enter into RRPTs of a revenue or trading nature with Related Party(ies)
Regularisation Plan	:	Regularisation plan to regularise the financial position of the Company was approved at the EGM held on 13 September 2022 comprising the following: (i) proposed share consolidation; (ii) proposed acquisition; (iii) proposed debt settlement; (iv) proposed private placement; and (v) proposed exemption
“Related Party(ies)”	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
“Recurrent Related Party Transaction(s)” or “RRPT(s)”	:	Related Party Transaction(s) involving recurrent transaction(s) of a revenue or trading nature which are necessary for the day-to-day operations of the Group 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
“SSBB” or “Company”	:	Southern Score Builders Berhad ( <i>formerly known as G Neptune Berhad</i> )
“SSBB Group” or “Group”	:	SSBB and its subsidiaries, collectively
“Shares”	:	Ordinary shares in SSBB

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

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

Any reference in time or day in this Circular shall be reference to Malaysian time, unless otherwise stated.

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**SOUTHERN SCORE BUILDERS BERHAD**  
*(Formerly known as G Neptune Berhad)*  
(Registration No. 200301019817 (622237-D))  
(Incorporated in Malaysia)

**Registered Office:**

Unit 621, 6<sup>th</sup> Floor, Block A  
Kelana Centre Point, No 3  
Jalan SS7/19, Kelana Jaya  
47301 Petaling Jaya  
Selangor Darul Ehsan

19 January 2023

**Board of Directors**

Dato' Haji Mohd Amran Bin Wahid (*Non-Independent Non-Executive Chairman*)  
Tan Sri Datuk Seri Gan Yu Chai (*Managing Director*)  
Gan Yee Hin (*Executive Director and Chief Executive Officer*)  
Datuk Sydney Lim Tau Chin (*Executive Director*)  
Chai Tham Poh (*Non-Independent Non-Executive Director*)  
Cheah Hannon (*Independent Non-Executive Director*)  
Phe Kheng Peng (*Independent Non-Executive Director*)  
Too Siew Mooi (*Independent Non-Executive Director*)

**To: Our Shareholders**

Dear Sir/Madam,

**PROPOSED SHAREHOLDERS' MANDATE**

**1. INTRODUCTION**

On 9 December 2022, the Board of the Company announced the Company's intention to seek shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming EGM.

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

**SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE 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 Rule 10.09 of the Listing Requirements, a listed corporation 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 favorable 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 ratios of such RRPTs is 1% or more,
- whichever is higher.
- (iii) a circular to shareholders is issued by the Company for the shareholders' mandate. The 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 in 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 obtained a mandate from the shareholders in respect of RRPTs, the provisions under Rule 10.08 of the Listing Requirements shall not apply during the validity period of the mandate.

Pursuant to the above, the Company proposes to seek its shareholders' approval for the Proposed Shareholders' Mandate as it is anticipated that companies within SSBB's Group would, in the ordinary course of business, enter into such transactions with the Related Party(ies), details of which are set out in Section 2.4 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

## 2.2 Validity Period of The Proposed Shareholders' Mandate

If approved at the forthcoming EGM, the Proposed Shareholders' Mandate 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:-

- (i) the conclusion of the next 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;
  - (ii) 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 shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (iii) revoked or varied by a resolution passed by the shareholders at a general meeting,
- whichever is the earlier.

## 2.3 Principal Activities of the Group and Associate Company

The Company is principally an investment holding company. The principal activities of its subsidiary and associate company are as follows:-

Name of company	Principal activities	Effective equity interest
Southern Score Sdn Bhd	Provision of construction management services mainly for high-rise residential buildings	100%
TCS SS Precast Construction Sdn Bhd	To carry on the business of construction, builders, contractors, sub-contractors for all kinds of buildings and to carry on all types of construction activities, and act as consultants, advisors, technical consultants, collaborators, designers, architects, wholesalers and retailers for all kinds of construction activities and materials and to undertake all civil, mechanical, electrical works, all types of infrastructure facilities and to provide other services or products which in the opinion of the board of directors, be advantageously carried on by the company in connection with or ancillary to the aforementioned business in Malaysia and overseas	35%

## 2.4 Nature of RRPTs and class of Related Parties

The details of the nature and estimated value of the RRPTs in respect of which the Company is seeking a mandate from its shareholders as contemplated under the Proposed Shareholders' Mandate are as follows:-

Transacting Related Party(ies)	Transacting Party within the Group	Interested Director(s)/Major Shareholder(s) of SSBB	Nature of relationship with transacting Related Party(ies)	Nature of transaction	*Estimated aggregate value of transactions from the Completion Date up to the next AGM (RM'000)	Actual value of transactions from the Completion Date up to the LPD (RM'000)	*Estimated value to be transacted from the LPD up to the next AGM (RM'000)
Platinum Victory Holdings Sdn Bhd ("PVH") and its subsidiaries, associate companies and JV companies ("PVH Group")	SSBB Group	Tan Sri Datuk Seri Gan Yu Chai and Gan Yee Hin	Tan Sri Datuk Seri Gan Yu Chai and Gan Yee Hin are major shareholders and directors of PVH as well as directors of several subsidiaries of PVH	1. Provision of construction management services by SSBB Group to PVH Group  2. Provision of support services in relation to branding, marketing, event, legal and corporate affair by PVH Group to SSBB Group	500,000  100	11,032  -	488,968  100
Radium Development Berhad ("Radium") and its subsidiaries, associate companies and JV companies ("Radium Group")	SSBB Group	Tan Sri Datuk Seri Gan Yu Chai	Siblings of Tan Sri Datuk Seri Gan Yu Chai (i.e. Gan Kah Siong, Gan Kok Peng and Gan Tiong Kian) are major shareholders and directors of Radium as well as directors of several subsidiaries of Radium	1. Provision of construction management services by SSBB Group to Radium Group  2. Payment of rental of space by SSBB Group to Radium Group for meetings, events or storage purposes	500,000  100	18,741  0.2	481,259  99.8
Platinum Victory Development Sdn Bhd ("PVD")	SSBB Group	Tan Sri Datuk Seri Gan Yu Chai and Gan Yee Hin	Tan Sri Datuk Seri Gan Yu Chai and Gan Yee Hin are major shareholders and directors of PVD	1. Provision of construction management services by SSBB Group to PVD  2. Provision of accounting software related services by PVD to SSBB Group  ^3. Payment on behalf of SSBB Group by PVD for general and administrative expenses as well as local authority charges.	500,000  200  200	-  -  -	500,000  200  200

Transacting Related Party(ies)	Transacting Party within the Group	Interested Director(s)/Major Shareholder(s) of SSBB	Nature of relationship with transacting Related Party(ies)	Nature of transaction	*Estimated aggregate value of transactions from the Completion Date up to the next AGM (RM'000)	Actual value of transactions from the Completion Date up to the LPD (RM'000)	*Estimated value to be transacted from the LPD up to the next AGM (RM'000)
Smart Advance Resources Sdn Bhd ("SAR")	SSBB Group	Tan Sri Datuk Seri Gan Yu Chai	Tan Sri Datuk Seri Gan Yu Chai is a major shareholder and director of SAR	Provision of construction management services by SSBB Group to SAR	150,000	-	150,000
Platinum Victory Resorts Sdn Bhd ("PVR")	SSBB Group	Tan Sri Datuk Seri Gan Yu Chai	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 by PVR to SSBB Group	200	7	193

*Notes:*

\* The estimated value 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.

^ These were payments made on behalf of SSBB Group by PVD using PVD's corporate credit card for administrative efficiency prior to the Completion Date. The said payments were interest-free with no repayment terms and going forward, are expected to remain interest-free with no repayment terms.

Save for the ongoing projects which were awarded prior to the Completion Date as disclosed in the circular to shareholders of SSBB dated 22 August 2022, the Directors will ensure that the aggregate percentage ratio of the RRPTs from the Completion Date up to 3 February 2023, is less than 5%.



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

As at the LPD, the amount due from and owing by Related Party(ies) pursuant to the RRPTs which exceeded the credit terms are as disclosed below:-

Related party(ies)	Nature of transaction	Outstanding Amount (RM'000)			
		=/< 1 year	> 1 year to 3 years	> 3 years to 5 years	> 5 years
PVH Group	Provision of construction management services	10,951	-	-	-

Late payment charges are not imposed by the SSBB Group on amounts due and owing by its Related Parties that exceeded the credit term as the Board of SSBB Group has reviewed the outstanding amounts, and is of the opinion that the outstanding amounts were part of normal business operations of the Group and are recoverable. In addition, the Board of SSBB Group and Management of the Group are of the view that the Related Parties are long term business partners and have sound credit standing. The Management of the Group has and will continuously discuss with the Related Parties for early settlement of the outstanding amounts due.

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

The RRPTs that will be entered into by our Group with the Related Party(ies) would enhance the Company's ability to explore more business opportunities and enable them to network within the Related Party(ies) Group of Companies. Furthermore, it will be more efficient rendering services between the Group and Related Parties due to familiarity with respective business practices.

The RRPTs to be entered into by the Group are all in the ordinary course of business. These are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and may arise at any time and from time to time. These transactions are intended to enhance the ability of the Company and/or its subsidiary companies to pursue business opportunities, especially those which may be time sensitive by nature and it may not be practical to seek shareholders' approval on a case-by-case basis before entering into such transactions.

By obtaining the Proposed Shareholders' Mandate and renewal of the same on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPTs occur would not arise. This would substantially reduce the time, administrative requirements and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available therein.

### 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 SSBB 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 in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:-

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

## 7. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC has seen and reviewed the procedures as mentioned in Section 5.0 above and is of the view that the said procedures are sufficient to ensure that the RRPTs are undertaken on arm's length basis and are not more favorable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders of SSBB.

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

## 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.

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

The direct and indirect interests of the interested Directors and interested Major Shareholders of the Company as at the LPD are as follows:-

Interested Directors	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Sri Datuk Seri Gan Yu Chai	-	-	1,680,000,000 <sup>(1)</sup>	73.92
Gan Yee Hin	-	-	1,680,000,000 <sup>(1)</sup>	73.92

Interested Major Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Sri Datuk Seri Gan Yu Chai	-	-	1,680,000,000 <sup>(1)</sup>	73.92
Gan Yee Hin	-	-	1,680,000,000 <sup>(1)</sup>	73.92
Super Advantage Property Sdn Bhd	1,680,000,000	73.92	-	-

**Note:**

- (1) Deemed interested by virtue of their direct interests of more than 20% in Super Advantage Property Sdn Bhd pursuant to Section 8 of the Companies Act 2016.

Tan Sri Datuk Seri Gan Yu Chai and Gan Yee Hin, being the interested Directors have abstained and will continue to abstain from all Board deliberations and voting in relation to the RRPTs as set out in Section 2.4 of this Circular. The interested Directors as well as Super Advantage Property Sdn Bhd, being the interested Major Shareholder, shall also abstain from voting on resolutions in respect of their direct and/or indirect shareholdings on the ordinary resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming EGM.

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

Save as disclosed above, none of the other Directors, Major Shareholders and/or Persons Connected to them have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

#### **10. EFFECTS 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 30 June 2023.

#### **11. DIRECTORS' RECOMMENDATION**

The Board (save for Tan Sri Datuk Seri Gan Yu Chai and Gan Yee Hin, being the interested Directors), having considered all aspects of the Proposed Shareholders' Mandate, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company. Accordingly, the Board (save for the interested Directors) recommends 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 at Platinum Hall@Platinum Suites, D-50A-01, Level 50A, 1020, Jalan Sultan Ismail, Kampung Baru, 50250 Kuala Lumpur, Wilayah Persekutuan, on Friday, 3 February 2023 at 10.30 a.m., or any adjournment thereof, 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.

If you are unable to attend and vote in person at the EGM, you are requested to complete, sign and return the Form of Proxy (in accordance with the instructions printed thereon) and the Form of Proxy must be deposited at the office of the Company's Share Registrar, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The Form of Proxy may also be submitted electronically via the link at [mega-sharereg@megacorp.com.my](mailto:mega-sharereg@megacorp.com.my) not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting.

**13. FURTHER INFORMATION**

Shareholders are advised to refer to Appendix I for further information.

Yours faithfully

For and on behalf of the Board

**SOUTHERN SCORE BUILDERS BERHAD**  
**(Formerly known as G Neptune Berhad)**

**DATO' HAJI MOHD AMRAN BIN WAHID**  
Non-Independent Non-Executive Chairman

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**FURTHER INFORMATION****1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

**2. MATERIAL CONTRACTS**

As at the LPD, save as disclosed below, there are no other material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within the past two (2) years immediately preceding the date of this circular:

- (1) On 9 July 2021, the Company entered into a conditional sale of shares agreement ("SSA") with Super Advantage Property Sdn. Bhd. ("Super Advantage" or "Vendor") for the proposed acquisition of 100% equity interest in Southern Score Sdn Bhd ("SSSB") for a purchase consideration of RM252,000,000 to be satisfied via the issuance of 16,800,000 new ordinary shares in the Company ("SSBB Shares") at an issue price of RM0.015 per SSBB Share;
- (2) On 9 July 2021, the Company entered into a profit guarantee agreement ("PGA") with the Vendor, whereby the Vendor covenants with and undertakes to the Company that SSSB and its associate company ("Southern Score Group") shall achieve a minimum profit after tax of RM10,000,000, RM20,000,000 and the remaining shortfall of the Profit Guarantee guaranteed for the financial years ending 31 December 2022, 31 December 2023 and 31 December 2024, respectively, on a cumulative basis of RM80,000,000;

On 26 January 2022, the Board announced that the Company had entered into a supplemental profit guarantee agreement with the Vendor to amend and vary some of the terms and conditions of the PGA entered into between the Company and the Vendor on 9 July 2021.

The supplemental PGA is entered into to amend and vary the profit guarantee mechanism in relation to the release of Security Shares. The terms and conditions of the PGA remain largely unchanged, save and except for variations to the mechanism of the release of Security Shares.

- (3) The Company had on 9 July 2021 entered into a Debt Settlement Agreement with Chai Tham Poh ("CTP"), a Director of SSBB to undertake a proposed settlement of debt owing to him via the issuance of up to 233,333,334 new SSBB Shares at an issue price of RM0.015 per SSBB Share ("Settlement Shares") for the advances made by CTP to the Group and the Company of up to RM3.50 million.

The Company had on 18 May 2022 entered into a supplemental Debt Settlement Agreement with CTP in relation to the debt owing to CTP of RM3,100,000 to amend and vary certain terms and conditions of the Debt Settlement Agreement.

- (4) Shareholders agreement entered into between Super Advantage, TCS Group Holdings Berhad and SSSB dated 17 November 2020 to regulate the relationship of the shareholders of SSSB in respect of the financial, administrative, and other arrangements in SSSB. This agreement was terminated on 29 January 2021 by way of a deed of termination.

**3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

As at the LPD, the Group has not been engaged in material litigation, claims or arbitration including those pending or threatened against the Group which may have or have had, material or significant effects on the financial position or profitability of SSBB.

#### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents can be inspected at the Company's registered office at Unit 621, 6<sup>th</sup> Floor, Block A, Kelana Centre Point, No 3 Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan from Mondays to Fridays (except public holidays) during business hours for a period from the date of this Circular to the date of the forthcoming EGM:

- (i) Constitution of the Company;
- (ii) The audited financial statements of the Company for the two (2) financial years ended 30 June 2021 and 30 June 2022 and the latest unaudited results for quarter ended 30 September 2022; and
- (iii) The material contracts referred to in subparagraph (2) above.

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**SOUTHERN SCORE BUILDERS BERHAD**

*(Formerly known as G Neptune Berhad)*

**Registration No. 200301019817 (622237-D)**

(Incorporated in Malaysia)

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting ("EGM") of the Southern Score Builders Berhad (formerly known as G Neptune Berhad) ("Company") will be held at Platinum Hall@Platinum Suites, D-50A-01, Level 50A, 1020, Jalan Sultan Ismail, Kampung Baru, 50250 Kuala Lumpur, Wilayah Persekutuan on Friday, 3 February 2023 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following motion:-

**ORDINARY RESOLUTION**

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

**"THAT** subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading in nature with Related Party(ies) as specified in Section 2.4 of the circular to Shareholders dated 19 January 2023 ("Circular") which are necessary for the day-to-day operations in the ordinary course of business, 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 minority shareholders of the Company ("Proposed Shareholders' Mandate") and such approval shall continue to be in force until:

- (i) 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 the general meeting, the authority is renewed;
- (ii) 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 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company be 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

**CYNTHIA GLORIA LOUIS**

(MAICSA 7008306)

(SSM PC No. 201908003061)

**CHEW MEI LING**

(MAICSA 7019175)

(SSM PC No. 201908003178)

Secretaries

Selangor Darul Ehsan

19 January 2023

**NOTES:**

- (1) In respect of deposited securities, only Members whose names appear in the Record of Depositors on 27 January 2023 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the meeting.
- (2) A member entitled to attend and to vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- (3) Where a member appoints two (2) proxies to attend and vote at the meeting, such appointment shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.
- (4) There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- (5) A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (6) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account known as an 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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- (7) The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney duly authorised in writing or, in case of corporation, shall be given either under its common seal or under the hand of an officer or attorney duly authorised.
- (8) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Mega Corporate Services Sdn. Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- (9) The proxy appointment may also be submitted electronically via the link at [mega-sharereg@megacorp.com.my](mailto:mega-sharereg@megacorp.com.my), not less than 48 hours before the time for holding the meeting or any adjournment thereof.



**SOUTHERN SCORE BUILDERS BERHAD**  
**(Formerly known as G Neptune Berhad)**  
**Registration No. 200301019817 (622237-D)**  
(Incorporated in Malaysia)

CDS ACCOUNT	
NO. OF SHARES	

### FORM OF PROXY

I/We \_\_\_\_\_

NRIC No. (New) \_\_\_\_\_ (Old) \_\_\_\_\_ /Registration/Company No. \_\_\_\_\_

of \_\_\_\_\_

Email address: \_\_\_\_\_ Contact number: \_\_\_\_\_

being a member/members of Southern Score Builders Berhad (formerly known as G Neptune Berhad) [Registration No. 200301019817 (622237-D)] hereby appoint the following person(s):-

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)
*And/or failing him/her (delete as appropriate)			

or failing him/her/them, THE CHAIRMAN OF THE MEETING, as my/our proxy/proxies, to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Platinum Hall@Platinum Suites, D-50A-01, Level 50A, 1020, Jalan Sultan Ismail, Kampung Baru, 50250 Kuala Lumpur, Wilayah Persekutuan on Friday, 3 February 2023 at 10.30 a.m. and at any adjournment thereof in the manner as indicated below in respect of the following Ordinary Resolution:-

ORDINARY RESOLUTION	FOR	AGAINST
<b>PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE</b>		

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you do not indicate how you wish your proxy to vote on the above Resolution, the proxy will vote or abstain from voting at his/her/their discretion.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature/common seal of Shareholder(s)

Notes:

- (1) In respect of deposited securities, only Members whose names appear in the Record of Depositors on 27 January 2023 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the meeting.
- (2) A member entitled to attend and to vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
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- (5) A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (6) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account known as an 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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- (7) The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney duly authorised in writing or, in case of corporation, shall be given either under its common seal or under the hand of an officer or attorney duly authorised.
- (8) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Mega Corporate Services Sdn. Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- (9) The proxy appointment may also be submitted electronically via the link at mega-sharereg@megacorp.com.my not less than 48 hours before the time for holding the meeting or any adjournment thereof.

#### PERSONAL DATA NOTICE

By submitting the Form of Proxy, the shareholder or proxy accepts and agrees to the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for the purpose of preparation and compilation of documents relating to the EGM (including any adjournment thereof).

Fold this flap for sealing

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Then fold here

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SOUTHERN SCORE BUILDERS BERHAD  
(Formerly known as G NEPTUNE BERHAD)  
Registration No. 200301019817 (622237-D)  
The Share Registrar  
Mega Corporate Services Sdn. Bhd.  
Level 15-2, Bangunan Faber Imperial Court,  
Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia



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