

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 only perused the contents of this Circular in relation to the Proposed New Shareholders’ Mandate (as defined herein) on a limited review basis pursuant to the provisions of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities did not peruse the contents of this Circular in relation to the Proposed Renewal of Existing Shareholders’ Mandate (as defined herein) pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



SOUTHERN SCORE BUILDERS BERHAD

Registration No. 200301019817 (622237-D)

CIRCULAR TO SHAREHOLDERS

in relation to the

- (I) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE”); AND**
- (II) PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)**

(COLLECTIVELY, THE “PROPOSALS”)

The above Proposals will be tabled at the 21st Annual General Meeting (“**AGM**”) of Southern Score Builders 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 Thursday, 12 December 2024 at 10.30 a.m. For further information, please refer to the Notice of the AGM.

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 AGM or any adjournment thereof. The Form of Proxy may also be submitted electronically via the link at mega-sharereg@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

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

Last day and time for lodging the Form of Proxy : Tuesday, 10 December 2024 at 10.30 a.m.

Date and time of the AGM : Thursday, 12 December 2024 at 10.30 a.m.

This Circular is dated 30 October 2024

DEFINITIONS

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
“AGM”	: Annual General Meeting
“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 30 October 2024
“Completion Date”	: 9 November 2022, the date of completion of the Company's regularisation plan
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments made in respect thereto from time to time
“LPD”	10 October 2024, 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
“Proposals”	: Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate, collectively
“Proposed Renewal of Existing Shareholders’ Mandate”	: Proposed Renewal of Existing Shareholders’ Mandate for the Group to enter into RRPTs of a revenue or trading nature with Related Party(ies)
“Proposed New Shareholders’ Mandate”	: Proposed New Shareholders’ Mandate for the Group to enter into RRPTs of a revenue or trading nature with Related Party(ies)
“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

DEFINITIONS

“SSBB Group” or “Group” : SSBB and its subsidiary(ies), 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
Registration No. 200301019817 (622237-D)
(Incorporated in Malaysia)

Registered Office:
Unit 621, 6th Floor, Block A
Kelana Centre Point, No 3
Jalan SS7/19, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan

30 October 2024

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*)
Phe Kheng Peng (*Independent Non-Executive Director*)
Too Siew Mooi (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

- (I) **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE; AND**
- (II) **PROPOSED NEW SHAREHOLDERS' MANDATE**

(COLLECTIVELY, THE "PROPOSALS")

1. INTRODUCTION

At the Company's 20th AGM held on 8 December 2023, the Company had obtained a mandate from its shareholders to enter into RRPTs on terms that are not more favourable to the Related Parties than those generally available to the public ("**Existing Mandate**"). This Existing Mandate shall, in accordance with the provisions of the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless approval for its renewal is obtained at the forthcoming AGM.

On 17 October 2024, the Company had announced its intention to seek its shareholders' approval for the Proposals at the forthcoming AGM.

The purpose of this Circular is to provide you with the details of the Proposals and to seek your approval for the resolution in respect thereof to be tabled at the forthcoming AGM.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSALS

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(ies) 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 Proposals as it is anticipated that companies within SSBB's Group would, in the ordinary course of business, continue to 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 Proposals

If approved at the forthcoming AGM, the Proposals will take effect from the date of the 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 forthcoming AGM at which the Proposals 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
Subsidiary		
Southern Score Sdn Bhd	Provision of construction management services mainly for high-rise residential buildings	100%
Associate Company		
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

Table I – Proposed Renewal of Existing Shareholders’ Mandate

The details of the nature and estimated value of the RRPTs in respect of which the Company is seeking a renewal of mandate from its shareholders as contemplated under the Proposed Renewal of Existing 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 value of preceding year’s mandate (RM’000)	#Actual value transacted from 6 October 2023 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 affairs by PVH Group to SSBB Group	500,000 100	1,433 -	500,000 100
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	4,314 -	500,000 100
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	500,000 200 200	65,341 - -	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 value of preceding year's mandate (RM'000)	#Actual value transacted from 6 October 2023 up to the LPD (RM'000)	*Estimated value to be transacted from the LPD up to the next AGM (RM'000)
				as local authority charges.^			
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	14,226	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	25	200

Table II – Proposed New Shareholders' Mandate

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 New 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	^^Actual value transacted from the date of 1 st transaction/ date of award up to the LPD (RM'000)	Estimated value of the transaction from the LPD up to the forthcoming AGM (RM'000)	*Estimated value to be transacted from the date of the forthcoming AGM to the date of the next AGM (RM'000)
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 IT support services, including but not limited to the maintenance of computer hardware and software, provision of cybersecurity measures and cloud-based infrastructure solutions by Radium Group to SSBB Group	-	-	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	^^Actual value transacted from the date of 1 st transaction/ date of award up to the LPD (RM'000)	Estimated value of the transaction from the LPD up to the forthcoming AGM (RM'000)	*Estimated value to be transacted from the date of the forthcoming AGM to the date of the next AGM (RM'000)
Platinum Victory Development Sdn Bhd (“PVD”) and its subsidiaries, associate companies and JV companies (“PVD 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 PVD Group	1. Provision of construction management services by SSBB Group to PVD Group	-	-	150,000

Notes:

- * The estimated values are based on historical data and best estimates by Management. The actual value of the transactions may vary from the estimated value disclosed above and are subject to changes.
- ^ 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.
- # The aggregated actual value of RRPTs did not exceed by 10% of the aggregated estimated value as approved under the previous shareholders’ mandate granted to the Company at the 20th AGM held on 8 December 2023.
- ** The proposed new mandate with PVD Group includes its subsidiaries, associate companies and JV companies. A mandate has been previously obtained at the AGM held on 8 December 2023 for the SSBB Group to enter into RRPT with PVD only.
- ^^ There was no RRPT transaction entered into with the Related Party(ies) stated in Table II up to the LPD.

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

As at the LPD, the amount due from and owing by Related Party pursuant to a RRPT which exceeded the credit terms is 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
PVD	Provision of construction management services	2,043	-	-	-

Late payment charges are not imposed by the SSBB Group on amounts due and owing by its Related Party that exceeded the credit term as the Board of SSBB Group has reviewed the outstanding amounts and is of the opinion that the outstanding amount was 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 Party is a long term business partner and have sound credit standing. The Management of the Group has and will continuously discuss with the Related Party for early settlement of the outstanding amounts due.

4. RATIONALE FOR AND BENEFITS OF THE PROPOSALS

The RRPTs that will be entered into by our Group with the Related Parties would enhance the Company's ability to explore more business opportunities and enable them to network within the Related Parties 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(ies) and associate company(ies) 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 approval on the Proposals, 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 Parties 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 Parties 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 Parties 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 Parties involved in each type of the RRPTs made and their relationships with the Group.

7. STATEMENT BY 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 favourable to the Related Parties 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 PROPOSALS

The Proposals is conditional upon the approval being obtained from the shareholders of the Company at the forthcoming AGM.

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	17,500,000	0.770	1,054,273,000 ⁽¹⁾	46.391
Gan Yee Hin	305,643,400	13.449	1,054,273,000 ⁽¹⁾	46.391

Interested Major Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Sri Datuk Seri Gan Yu Chai	17,500,000	0.770	1,054,273,000 ⁽¹⁾	46.391
Gan Yee Hin	305,643,400	13.449	1,054,273,000 ⁽¹⁾	46.391
Super Advantage Property Sdn Bhd	1,054,273,000	46.391	-	-

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 Proposals at the forthcoming AGM.

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 Proposals at the forthcoming AGM.

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 Proposals.

10. EFFECTS OF THE PROPOSALS

The Proposals are 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 Proposals 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 2025.

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 Proposals, are of the opinion that the Proposals 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 Proposals to be tabled at the forthcoming AGM.

12. AGM

The AGM, the notice of which is enclosed in the Annual Report 2024, 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 Thursday, 12 December 2024 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 Proposals.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy (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 AGM or any adjournment thereof. The Form of Proxy may also be submitted electronically via the link at 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

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:

- (a) On 9 July 2021, the Company entered into a profit guarantee agreement ("**PGA**") with Super Advantage Property Sdn Bhd (hereinafter referred to as "**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 ("**First Supplemental PGA**") 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.

On 18 May 2022, the Company entered into a second supplemental profit guarantee agreement with the Vendor to further amend and vary certain terms and conditions of the PGA entered into between the Company and the Vendor on 9 July 2021 and the First Supplemental PGA.

On 11 September 2024, the Company entered into a third supplemental profit guarantee agreement with the Vendor to align the PGA with SSBB's new financial year end of 30 June.

- (b) On 13 May 2024, the Company entered into the following agreements:
- (i) a conditional shares sale and purchase agreement with Ngo Hea Bing ("**NHB**") for the proposed acquisition by SSBB of 1,275,000 ordinary shares in SJEE, representing 51% equity interest in SJEE for a total cash consideration of RM22,950,000 ("**Proposed Acquisition**") ("**SSA**"); and
 - (ii) a conditional shareholders' agreement with NHB to regulate the relationship as well as the respective rights and obligations of shareholders of SJEE and to govern the conduct of the business and affairs of SJEE upon completion of the Proposed Acquisition.

On 12 August 2024, the Board announced that the Company had entered into a supplemental agreement with NHB to amend and add certain terms and conditions in the SSA.

3. MATERIAL LITIGATIONS, CLAIMS AND ARBITRATIONS

As at the LPD, the Group has not been engaged in material litigations, claims or arbitrations 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, 6th 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 AGM:

- (i) Constitution of the Company;
- (ii) The audited financial statements of the Company for the financial period/year ended 30 June 2023 and financial year ended 30 June 2024; and
- (iii) The material contracts referred to in subparagraph (2) above.

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