

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 the contents of this Circular on a limited review basis pursuant to Rule 4.1(c) of the Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities ("**Listing Requirements**").

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.

Topmix Berhad was listed on the ACE Market of Bursa Securities on 23 April 2024. The admission of Topmix Berhad to the ACE Market of Bursa Securities was sponsored by M & A Securities Sdn. Bhd. This Circular has been reviewed by M & A Securities Sdn. Bhd., pursuant to Rule 4.27 of the Listing Requirements prior to its issuance.



TOPMIX BERHAD

Registration No.: 202201011835 (1457532-M)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS
SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE WITH RELATED PARTIES ("THE PROPOSAL")**

The Ordinary Resolution in respect of the above proposal will be tabled at Extraordinary General Meeting ("**EGM**") of Topmix Berhad ("**Topmix**" or "**the Company**"). The EGM will be held at Showroom, Topmix Resources Sdn. Bhd., 8, Jalan Bistari 11, Taman Industri Jaya, 81300 Skudai, Johor on Monday, 25 November 2024 at 10:00 a.m. The Notice of EGM together with the Proxy Form are published on the Company's corporate website at www.topmixhpl.com together with this Circular.

If you are unable to attend and vote at the EGM, you may complete the Proxy Form and deposit the hard copy to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Proxy Form may be submitted electronically via TIIH Online at <https://tiih.online> not later than twenty-four (24) hours before the time set for holding the EGM. The lodging of the Proxy Form does not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.

Last date and time for lodging the Proxy Form : Sunday, 24 November 2024 at 10:00 a.m.

Date and time of the EGM : Monday, 25 November 2024 at 10:00 a.m. or any adjournment thereof

This Circular is dated 8 November 2024

DEFINITIONS

In this Circular and the accompanying appendices, the following abbreviations shall have the following meanings unless otherwise stated:

“Act”	:	The Companies Act 2016 and any amendments made thereto from time to time
“AGM”	:	Annual General Meeting of the Company
“ARMC”	:	The Audit and Risk Management Committee of Topmix Berhad
“Board”	:	The Board of Directors of Topmix
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“Cenzo”	:	Cenzo Sdn. Bhd. [202301032817 (1526740-H)]
“Circular”	:	Circular to Shareholders in relation to the Proposed New Shareholders’ Mandate dated 8 November 2024
“DTSB”	:	Dekoracio Top Sdn. Bhd. [201601041936 (1212878-X)]
“Director(s)”	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon: (a) a director of the Company, its subsidiary or holding company; or (b) a chief executive of the Company, its subsidiary or holding company
“EGM”	:	Extraordinary General Meeting
“Favor Topmix”	:	Favor Topmix (Thailand) Co., Ltd. [0105567168267]
“Interest Director”	:	Mr. Kang Chin Chye
“Kai Cheong Hardware”	:	Kai Cheong Hardware Trading Sdn. Bhd. [200501036135 (718282-W)]
“Listing Requirements”	:	ACE Market Listing Requirements of Bursa Securities and any amendments made or to be made from time to time
“LPD”	:	18 October 2024, being the latest practicable date for ascertaining certain information contained in this Circular
“Major Shareholder”	:	A person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares, is equal to: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the company.

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act and “Major Shareholder” includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, its subsidiary or holding company.

DEFINITIONS (cont'd)

“Mandate Period”

The period during which the RRPTs are to be entered into for which the Proposal is being sought. This period shall commence immediately upon passing of the ordinary resolution for the Proposal during the forthcoming EGM or any adjournment thereof until:

- (a) The conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM;
- : (b) The expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) Revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is earlier.

“Person Connected”

- : In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:
 - (a) a family member of the Director or Major Shareholder which shall include:-
 - (i) spouse;
 - (ii) parent;
 - (iii) child including adopted child and step-child;
 - (iv) brother or sister; and
 - (v) spouse of the person referred to in items (iii) and (iv) above.
 - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary;
 - (c) a partner of the Director or Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
 - (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 Director or Major Shareholder;
 - (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 Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the Director or Major Shareholder or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate;
 - (g) a body corporate which is a related corporation of the Director or Major Shareholder

“Proposal”

- : Proposed New Shareholders' Mandate

DEFINITIONS (cont'd)

“Proposed New Shareholders’ Mandate”	: Proposed new of shareholders’ mandate for Topmix Group to enter into RRPTs of a revenue or trading nature as set out in Section 2.7 of this Circular
“Recurrent Related Party Transactions” or “RRPTs”	: A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day to day operations of the Company or its subsidiaries
“Related Corporation”	: A corporation which is – (a) the holding company of another corporation; (b) a subsidiary of another corporation; or (c) a subsidiary of the holding company of another corporation.
“Related Party(ies)”	: A “Director”, “Major Shareholder” of the Topmix Group or “Person Connected with such Director or Major Shareholder”
“RM or Sen”	: Ringgit Malaysia and sen respectively
“Shareholders”	: Shareholders of Topmix
“Shareholders’ Mandate”	: Shareholders’ mandate for the RRPTs
“Substantial Shareholder(s)”	: A person who has interest or interests in one or more voting Shares in the Company and the number of that Share, or aggregate number of those Shares, is not less than 5% of the total number of all the voting Shares in the Company
“Topmix” or “the Company”	: Topmix Berhad [202201011835 (1457532-M)]
“Topmix Group” or the “Group”	: Topmix and its subsidiaries, collectively
“TMX Penang”	: TMX Solutions (Penang) Sdn. Bhd. [202401019333 (1565182-H)]
“TMX International”	: TMX International Sdn. Bhd. [202401020224 (1566073-H)]
“TPSB”	: Topmix Products Sdn. Bhd. [201701041893 (1256066-M)]
“TPMSB”	: Topmix Panels (Malaysia) Sdn. Bhd. [202101036480 (1436780-H)]
“TRSB”	: Topmix Resources Sdn. Bhd. [200601018697 (738450-T)]

All references to "you" in this Circular is to the shareholders of the Company. All references to "we", "us", "our" and "Topmix" in this Circular is to the Company.

Unless specifically referred to, words denoting incorporating the singular shall, where applicable include the plural and vice versa and words denoting incorporating the masculine gender shall where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day and date in this Circular shall be a reference to Malaysian time and date, respectively, unless otherwise specified. Any discrepancy in the figures included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding adjustments.

Certain numbers presented in this Circular have been rounded off to the nearest million or thousand or 1 decimal place, where applicable, and hence may not be exact. Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the total thereof are due to rounding.

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TOPMIX BERHAD
Registration No.: 202201011835 (1457532-M)
(Incorporated in Malaysia)

Registered Office:
Level 5, Tower 8, Avenue 5,
Horizon 2, Bangsar South City,
59200 Kuala Lumpur,

8 November 2024

Board of Directors:

Mr. Chang Tian Kwang (Independent Non-Executive Chairman)
Mr. Teo Quek Siang (Managing Director)
Ms. Tan Lee Hong (Executive Director)
Mr. William Lau Si Yi (Independent Non-Executive Director)
Mr. Khor Hang Cheng (Independent Non-Executive Director)
Ms. Ng Yew Kuan (Independent Non-Executive Director)

To: The Shareholders of Topmix Berhad

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("THE PROPOSAL")

1. INTRODUCTION

On 29 October 2024, the Board of Topmix announced that the Company proposes to seek the approval from its shareholders on the Proposal.

In accordance with the Listing Requirements, the mandate referred to the above shall lapse at the conclusion of our forthcoming AGM, unless authority for its renewal is obtained from you at our forthcoming AGM.

Accordingly, the Board seeks to obtain shareholders' approval for the Proposal at this forthcoming EGM to be held on 25 November 2024.

Further details of which are set out in Section 2.7 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSAL AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSAL TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE EGM.

2. DETAILS OF THE PROPOSAL

2.1 Provision under the Listing Requirements

Pursuant to and in compliance with Part E, Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPTs which are made on an arm's length basis and are necessary for its day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with an issued share capital which is less than RM60.0 million:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPTs is 1% or more,whichever is the lower.
- (c) the listed issuers' circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such directors or major shareholder, must not vote on the resolution to approve the RRPTs. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPTs; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT(s) entered into by the listed issuer, exceeds the estimated value of the RRPT(s) disclosed in Section 2.7 of this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholder mandate in respect of the transactions, the provisions under Rule 10.08 of the Listing Requirements will not apply to the transactions which are comprised in the said mandate.

2.2 Topmix Group has, in the ordinary course of its business, entered into RRPTs and is anticipated to continue to enter into such transactions with the Related Parties, the details of which are set out in Section 2.7 herein. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

2.3 Accordingly, the Board proposes to seek Proposed New Shareholders' Mandate for future RRPTs to be entered into during the Mandate Period.

These RRPTs which are necessary for the day-to-day operations of Topmix, will be based on normal commercial terms, at arms' length, and have been/will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

These RRPTs are subject to review procedures set out in Section 4 of this Circular.

2.4 Validity Period of the Proposal

The Proposed New Shareholders' Mandate, if approved by the shareholders, shall take effect from passing of the Ordinary Resolution proposed at the forthcoming EGM, and shall continue to be in force until:

1. the conclusion of the next AGM of the Company following this EGM, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
2. the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
3. revoked or varied by resolution passed by shareholders in a general meeting;

whichever is the earlier.

Thereafter, the approval of the Shareholders of the Company will be sought for renewal of the Proposed New Shareholders' Mandate for the RRPTs, as applicable, at each subsequent AGM.

2.5 Principal Activities of Topmix Group

The Company is principally an investment holding company whilst the principal activities of its subsidiaries as at LPD are as follows:

Name of Subsidiaries	Effective Equity Interest (%)	Principal activities
TRSB	100.00	Design, marketing and sales of high pressure laminate products, compact panels and wall panels; and marketing and sales of decorative boards.
TPSB	100.00	Marketing and sales of high pressure laminate products, polyvinyl chloride edging, wall panels, decorative boards, polyvinyl chloride plywood products, kitchen and wardrobe accessories; and marketing, sales and provision of installation services for compact panels.
DTSB	100.00	Marketing, sales and provision of installation services for compact panels. Marketing and sales of wall panels, decorative boards, polyvinyl chloride edging, kitchen and wardrobe accessories; and Design, marketing and sales of decorative boards.
TMX International	100.00	Investment holding company
Held through TRSB		
TPMSB	100.00	Marketing and sales of polyvinyl chloride plywood. Manufacture of melamine faced chipboard.

Name of Subsidiaries	Effective Equity Interest (%)	Principal activities
TMX Penang	75.00	Marketing and sales of high pressure laminate products, wall panels, decorative board, polyvinyl chloride (PVC) edging, PVC plywood products, kitchen and wardrobe accessories, and melamine faced chipboard and marketing, sale and provision of installation services for compact panels
Held through TMX International		
Favor Topmix	35.00	Distributing the products in relation to surface decorative materials

2.6 Classes of Related Parties

The Proposed New Shareholders' Mandate will apply to the following class of Related Parties:

- (i) Interested Director

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2.7 Nature of RRPTs

The nature and details of the RRPTs entered and/or to be entered into by Topmix Group under the Proposed New Shareholders' Mandate are as follows:-

Nature of RRPTs	Transacting Parties within the Group	Transacting related party(ies)	Interested Related Parties and nature of their relationship	Proposed New Shareholders' Mandate		
				Actual value of RRPTs transacted from the date of the 1 st transaction up to LPD ⁽⁵⁾	Estimated value of RRPTs to be transacted from LPD up to the forthcoming EGM ⁽⁴⁾⁽⁵⁾	Estimated value of RRPTs from the forthcoming EGM up to the next AGM ⁽⁴⁾
				RM'000	RM'000	RM'000
Sale of high pressure laminate products, polyvinyl chloride ("PVC") edging and kitchen and wardrobe accessories	TMX Penang ⁽¹⁾ (provider)	Kai Cheong Hardware ⁽²⁾ (recipient)	Mr. Kang Chin Chye is the director of TMX Penang, he is also a director and a substantial shareholder of Kai Cheong Hardware	1,431	346	5,495
Sale of PVC plywood, PVC edging, wall panels, compact panels and decorative boards	TMX Penang ⁽¹⁾ (provider)	Cenzo ⁽³⁾ (recipient)	Mr. Kang Chin Chye is the director of TMX Penang, he is also a director and a substantial shareholder of Cenzo	33	20	179

Notes:-

1. TMX Penang became a 75% owned subsidiary of Topmix, effective from 15 May 2024, being the date of incorporation of TMX Penang. The remaining 25% owned by Kai Cheong Hardware.
2. Kai Cheong Hardware is a company which is 25% owned by Mr. Kang Chin Chye.
3. Cenzo is a company which is 25% owned by Mr. Kang Chin Chye.
4. The estimated values of RRPTs are based on the historical data and best estimates by the management. Accordingly, the actual value of the RRPTs may be varied from the estimated value disclosed above and subject to changes.
5. The percentage ratio of the RRPTs transacted from the date of the first transaction up to the date of the forthcoming EGM will not exceed 5%.

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2.8 Amount due from and owing by Related Parties

As at LPD, there is no amount due from and owing by Related Parties pursuant to the RRPTs which exceeded the credit terms.

3. RATIONALE AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will enable Topmix Group to enter into RRPTs that are in the ordinary course of business, revenue or trading in nature and necessary for Topmix Group's day-to-day operations. These transactions are likely to occur with some degree of frequency and arise at any time and from time to time and may be constrained by the time-sensitive nature. It may also be impracticable to seek shareholders' approval on a case to case basis before entering into such Recurrent Related Party Transactions. The obtaining of the Proposed New Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPTs arise, thereby reducing substantially administrative time and expenses associated with the convening of such meetings, without compromising the corporate objectives of Topmix Group or adversely affecting the business opportunities available to the Group.

The Related Parties which are involved in the RRPTs have a long business relationship with Topmix Group. The RRPTs provide Topmix Group with the support of its operational and business needs and further enhance its ability to explore beneficial business opportunities.

The Board is, therefore seeking a mandate pursuant to Rule 10.09(2) of the Listing Requirements for the RRPTs described in Section 2.7 above with the class of Related Parties specified in Section 2.6 above to allow Topmix Group to enter into such RRPTs made on transaction prices and terms, arm's length basis and on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and which are not detrimental to the interests of the minority shareholders.

4. REVIEW PROCEDURES AND GUIDELINES FOR THE RECURRENT RELATED PARTY TRANSACTIONS

4.1 Procedures and Guidelines

Topmix Group has established the following procedures and guidelines to ensure that the RRPTs are carried out on transaction prices and terms, arm's length basis and on normal commercial terms that are 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:

- (i) Proper records of RRPTs are maintained by the Company to record all RRPTs entered into to ensure that relevant approvals have been obtained and the procedures in respect of such transactions are complied with;
- (ii) At least two (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. In the event that quotation or comparative pricing to unrelated third parties cannot be obtained (for instance, if there are no unrelated third party customers of similar products, or if the product is a propriety item), the transaction price will be determined based on the usual business practices of the Group to ensure that the RRPTs are not detrimental to the Group;
- (iii) The ARMC periodically reviews the procedures set by Topmix to monitor RRPTs to ensure that these transactions are carried out on arm's length basis and on normal commercial terms that are 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. All reviews by the ARMC are reported to the Board for further action. In its review and approval of such transactions, the ARMC may, as it deems fit, requests for additional information pertaining to the transactions from independent sources or professionals;

- (iv) All the Directors are required to declare and disclose any transaction in which they are deemed interested and such transactions must be subject to the scrutiny of the ARMC. In addition, the Directors have given their undertakings that all business transactions entered into between Topmix Group and themselves and/or Persons Connected with them shall be negotiated on and agreed at arm's length basis on normal commercial terms which 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; and
- (v) The Board and ARMC have overall responsibility for determining whether the procedures and guidelines on the RRPTs are appropriate and sufficient. The review of the procedures and guidelines would be carried out by the Board and ARMC every three (3) years and appropriate changes would be made from time to time.

4.2 Threshold of Authority

There is no specific threshold for the approval of RRPTs within Topmix Group as the transaction prices entered with the Related Parties are guided by the prevailing market prices carried out on "arm's length basis", 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. All RRPTs will be monitored by the management and reviewed by the ARMC on a quarterly basis and approved by the Board with the recommendation from ARMC.

4.3 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 nature of the RRPTs ; and
- (b) the names of the Related Parties involved in each of the RRPTs and their relationship with the Company.

5. STATEMENT BY AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC of the Company has seen and reviewed the procedures set out in Section 4.1 above and is of the view that the said procedures are sufficient to ensure that the RRPTs are conducted at arm's length basis and on normal commercial terms which are consistent with the Topmix Group's normal business practices and policies and 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. Any member of the ARMC who is interested in any RRPTs shall not be involved in the review of that particular RRPTs.

The ARMC is also of the view that Topmix Group has put in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner and these procedures and processes would be reviewed on every three (3) years or whenever the need arises.

6. CONDITION FOR THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate are subject to approval being obtained from the shareholders of the Company at the forthcoming EGM.

The Proposed New Shareholders' Mandate will be subject to annual renewal and shall only continue to be in force until each subsequent AGM of the Company at which the Proposed Shareholders' Mandate will be tabled annually or revoked or varied by resolution passed by the Shareholders of the Company in a general meeting, whichever shall first occur.

7. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate, if obtained at the forthcoming EGM, will not have any material effect on the earnings per share, gearing and net assets per share at the Group level, issued share capital and substantial shareholding of the Company.

8. APPROVAL REQUIRED

The Proposal is subject to the approval being obtained from the shareholders of the Company at the forthcoming EGM to be convened.

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

Save as disclosed below, none of the other Directors, Major Shareholders and/or persons connected with the Directors and/or Major Shareholders, have any interest, either direct or indirect, in the Proposed New Shareholders' Mandate.

The direct and indirect interest of the interested Directors, interested Major Shareholders and Persons Connected to them in the Shares of the Company, as at LPD, are as follows:-

Interested Director

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Mr. Kang Chin Chye ⁽ⁱ⁾	-	-	692,000 ⁽ⁱⁱ⁾	0.18

Note:-

(i) Mr. Kang Chin Chye, the Director of TMX Penang, is a director and substantial shareholder of Kai Cheong Hardware and Cenzo.

(ii) Deemed interested by virtue of his spouse (Ms. Lau Hooi Ling), brother (Mr. Kang Chin Li) and sister (Ms. Kang Siew Eng)'s shareholdings pursuant to Sections 59(11)(c) and 197 of the Act.

Mr. Kang Chin Chye will abstain from Board deliberations and voting in relation to the RRPTs at TMX Penang in which he is interested under the Proposed New Shareholders' Mandate.

Mr. Kang Chin Chye as the Interested Director will abstain from voting in respect of his direct and/or indirect shareholdings in Topmix, if any, on the Ordinary Resolution relating to the Proposed New Shareholders' Mandate in which he is interested to be tabled at the forthcoming EGM or at any adjournment thereof. In addition, Mr. Kang Chin Chye as the Interested Director has undertaken that he will ensure Persons Connected with him will abstain from voting in respect of their direct and/or indirect shareholdings in Topmix, if any, on the Ordinary Resolution relating to the Proposed New Shareholders' Mandate in which they are interested at the said EGM or at any adjournment thereof.

10. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of Topmix. Accordingly, the Board recommends that you vote in favour of the Ordinary Resolution relating to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

11. EGM

The EGM of the Company will be held physically at Showroom, Topmix Resources Sdn. Bhd., 8, Jalan Bistari 11, Taman Industri Jaya, 81300 Skudai, Johor on Monday, 25 November 2024 at 10:00 a.m., for the purpose of considering, and if thought fit, passing the resolution to give effect to the Proposed New Shareholders' Mandate.

If you are unable to attend and vote at the EGM, you may complete the Proxy Form and deposit the hard copy to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Proxy Form may be submitted electronically via TIIH Online at <https://tiih.online>, not later than twenty-four (24) hours before the time set for holding the EGM. The lodging of the Proxy Form does not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.

12. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix which form an integral part of this Circular, for further information.

Your faithfully,
For and on behalf of the Board of Directors of
TOPMIX BERHAD

CHANG TIAN KWANG
Independent Non-Executive Chairman

FUTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) entered into by Topmix and its subsidiary companies during the two (2) years immediately preceding the date of this Circular:

- (a) Share sale agreement dated 17 May 2023 entered into between the Company, Teo Quek Siang, Tan Lee Hong and J And T Resources for the Acquisition of Subsidiaries. The Acquisition of Subsidiaries was completed on 17 May 2023.
- (b) Underwriting agreement dated 5 February 2024 entered into between the Company and M & A Securities for an underwriting of 27,570,000 Issue Shares.
- (c) Shareholders' agreement dated 1 August 2024 entered into between TMX International, Damai Kempas Sdn. Bhd. and Damai Estate Sdn. Bhd. to distributing the surface decorative products in Thailand via an associate company, Favor Topmix (Thailand) Co., Ltd..

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at LPD, neither Topmix nor its subsidiaries are involved in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the business or financial position of Topmix Group, and the Directors are not aware of any legal proceeding, pending or threatened, or of any fact likely to give rise to any legal proceeding which has a material adverse effect on the business or financial position of Topmix Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by shareholders at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Malaysia during normal business hours from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of the EGM of the Company:

- (a) the Constitution of the Company;
- (b) the audited consolidated financial statements of Topmix for the past 2 financial years ended 31 December 2022 and 31 December 2023, as well as the unaudited consolidated financial statements of Topmix for the 6-months financial period ended 30 June 2024; and
- (c) material contracts referred to in Section 2 of Appendix I of this Circular.



TOPMIX BERHAD
Registration No.: 202201011835 (1457532-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Topmix Berhad (“Topmix” or “Company”) (“EGM”) will be held physically at Showroom, Topmix Resources Sdn. Bhd., 8, Jalan Bistari 11, Taman Industri Jaya, 81300 Skudai, Johor on **Monday, 25 November 2024 at 10:00 a.m.** or any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

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

“**THAT** subject to the provision of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiary(ies) (“Group”) to enter into and give effect to the Recurrent Related Party Transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.7 of the Circular to Shareholders dated 8 November 2024, provided that:

- (a) such arrangements and/or transactions are necessary for the Group’s day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to public;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year in relation to:
 - (i) the related transacting parties and their respective relationship with the Company; and
 - (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”), unless the authority is renewed by a resolution passed at the next AGM; or
- (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 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Board of Directors be and are hereby empowered and authorised to sign, execute, deliver or caused to be delivered on behalf of the Company all such documents, do all things and acts and to deal with all matters relating thereto or as may be required or as the Board of Directors may consider necessary, expedient and/or appropriate to give full effect to the Proposed New Shareholders’

Mandate with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities in connection with the Proposed New Shareholders' Mandate."

By Order of the Board of Topmix Berhad

LIM LI HEONG (MAICSA 7054716) (SSM PC NO. 202008001981)
WONG MEE KIAT (MAICSA 7058813) (SSM PC NO. 202008001958)
Company Secretaries

Kuala Lumpur
8 November 2024

Notes:-

1. A proxy may but need not be a member of the Company.
2. To be valid, this form, duly completed must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Proxy Form may be submitted electronically via TIIH Online at <https://tiih.online>, not less than twenty four (24) hours before the time set for holding the EGM Provided That in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the EGM as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
3. A member may appoint up to two (2) proxies to attend and vote at the EGM. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
7. Only depositors whose names appear in the Record of Depositors as at 18 November 2024 shall be entitled to attend the Extraordinary General Meeting.
8. The ordinary resolution will be put to vote by poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



GO GREEN

TOPMIX BERHAD
Registration No. 202201011835 (1457532-M)
(Incorporated in Malaysia)

PROXY FORM

CDS Account No.	
No. of Shares Held	

*I/We _____ *NRIC No./Co. No. _____
(FULL NAME IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

Telephone No. _____ Email Address: _____

being a *member / members of Topmix Berhad [Registration No. 202201011835 (1457532-M)] ("the Company"), hereby appoint the following person(s):

Name of Proxy	NRIC No	Address	No. of Shares to be represented
1.			
2.			

or failing him/her, THE CHAIRMAN OF THE MEETING as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company ("EGM") to be held at Showroom, Topmix Resources Sdn. Bhd., 8, Jalan Bistari 11, Taman Industri Jaya, 81300 Skudai, Johor on **Monday, 25 November 2024 at 10:00 a.m.** or at any adjournment thereof and to vote as indicated below:

		FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
Ordinary Resolution	Proposed New Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature				

(Please indicate with an "X" in the spaces provided above on how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion).

*Strike out whichever is not desired.

Dated this ____ day of _____ 2024

Signature of Shareholder(s) / Common Seal

Notes:

1. *A proxy may but need not be a member of the Company.*
2. *To be valid, this form, duly completed must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Proxy Form may be submitted electronically via TIIH Online at <https://tiih.online>, not less than twenty-four (24) hours before the time set for holding the EGM Provided That in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the EGM as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).*
3. *A member may appoint up to two (2) proxies to attend and vote at the EGM. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
4. *Where a member of the company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
5. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.*
7. *Only depositors whose names appear in the Record of Depositors as at 18 November 2024 shall be entitled to attend the Extraordinary General Meeting.*
8. *The ordinary resolution will be put to vote by poll.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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The Share Registrar
Topmix Berhad [Registration No. 202201011835 (1457532-M)]
Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A, Vertical Business Suite
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur

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