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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of the Proposed Renewal of Shareholders' Mandate prior to its issuance as it is exempted pursuant to the provisions of Practice Note 18 of Main Market Listing Requirements of Bursa Securities.

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EONMETALL GROUP BERHAD

Registration No. 200301029197 (631617-D)

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF
SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE**

The above proposal will be tabled as Special Businesses at the Twenty-Second ("**22nd**") Annual General Meeting ("**AGM**") of Eonmetall Group Berhad ("**the Company**"). The notice of 22nd AGM of the Company together with the Form of Proxy are set out in the Annual Report 2024.

The Form of Proxy shall be deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time set for holding the 22nd AGM or at any adjournment thereof.

The lodging of the Form of Proxy will not preclude you from attending and voting at the meeting if you subsequently wish to do so.

Date and time of the 22 nd AGM	: Wednesday, 28 May 2025 at 2.30 pm or at any adjournment thereof
Place of the 22 nd AGM	: Meeting Room, 2 nd Floor, Lot 1258, Mk 12, Jalan Seruling, Kawasan Perusahaan Valdor, 14200 Sungai Bakap, Pulau Pinang, Malaysia
Last date and time for lodging of the Form of Proxy	: Monday, 26 May 2025 at 2.30 pm (Prior to 2.30 pm)

This Circular and Statement are dated 29 April 2025

DEFINITIONS

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

Act	: Companies Act 2016, as amended from time to time and any re-enactment thereof
AGM	: Annual General Meeting of Eonmetall
Bursa Securities	: Bursa Malaysia Securities Berhad
Board	: The Board of Directors of Eonmetall
Director(s)	: Shall have the meaning given in Section 2 of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of Eonmetall (or any other company which is its subsidiaries or holding company) or a chief executive of Eonmetall, its subsidiaries or holding company
Eonmetall or the Company	: Eonmetall Group Berhad
Eonmetall Group or Group	: Eonmetall and its subsidiaries
Listing Requirements	: Main Market Listing Requirements of Bursa Securities including any amendments to the Listing Requirements that may be made from time to time
LPD	: 2 April 2025, being the latest practicable date prior to the printing of this Circular
Major Shareholder(s)	<p>: A person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is –</p> <p>(a) 10% or more of the total number of voting shares in the corporation; or</p> <p>(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the Company</p> <p>For the purpose of this definition, “interest” shall have meaning of “interest in shares” given in Section 8 of the Act.</p> <p>A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiaries or holding company.</p>
NA	: Net assets

Person(s) Connected	: Such person, in relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories:- (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
Proposed Shareholders' Mandate	: Proposed renewal of shareholders' mandate for existing Recurrent Related Party Transactions of a revenue or trading nature to be entered into by the Group from the date of the upcoming 22 nd AGM to the 23 rd AGM
Recurrent Related Party Transaction(s) or RRPT	: Transaction(s) with Related Parties involving recurrent transactions of a revenue or trading nature that are necessary for the Eonmetall Group's day-to-day operations and are in the ordinary course of business of the Eonmetall Group
Related Parties	: Director(s), Major Shareholder(s) or Person(s) Connected with such Director or Major Shareholder of the Company
RM and sen	: Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia

All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, are to our Group. All references to “you” in this Circular are references to the shareholders of our Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

Reference to persons shall include a corporation, 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 in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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EONMETALL GROUP BERHAD
Registration No. 200301029197 (631617-D)
(Incorporated in Malaysia)

Registered Office: -
170-09-01, Livingston Tower,
Jalan Argyll, 10050 George Town
Pulau Pinang, Malaysia

29 April 2025

Board of Directors:

Tan Sri Dato' Mohd Desa Bin Pachi (Independent Non-Executive Chairman)
Datin Tan Pak Say (Managing Director & Chief Executive Officer)
Dato' Goh Cheng Huat (Executive Director)
Goh Hong Kent (Executive Director & Chief Operating Officer)
Chan Theng Sung (Independent Non-Executive Director)
Datuk Yogeesvaran A/L Kumaraguru (Independent Non-Executive Director)
Dato' Mohammad Radhi Bin Abdul Razak (Independent Non-Executive Director)
Yeoh Cheng Chye (Non-Independent Non-Executive Director)
Goh Kee Seng (Non-Independent Non-Executive Director)

To: The Shareholders of Eonmetall

Dear Sir/Madam

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

1. INTRODUCTION

At the Company's Twenty-First AGM held on 31 May 2024, shareholders had approved a general mandate for the Company/or its subsidiaries to enter into RRPT of a revenue or trading nature which are necessary for Eonmetall Group's day to day operations and are in the ordinary course of business and on terms not more favourable to the Related Parties than those generally available to the public. The said general mandate for RRPT shall, in accordance with Listing Requirements, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is renewed.

On 22 April 2025, the Board had announced that the Company proposed to seek renewal of mandate for the existing RRPT from our shareholders' pursuant to Paragraph 10.09 of the Listing Requirements at the forthcoming AGM to be convened.

The transactions concluded for the last financial year ended 31 December 2024 are incorporated in the Annual Report 2024.

The Proposed Shareholders' Mandate, if approved by the Eonmetall shareholders at the forthcoming AGM, will take effect from the date of the passing of the proposed ordinary resolutions 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 Proposed Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM; or

- (ii) 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
- (iii) revoked or varied by resolutions passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

Thereafter, the approval from shareholders will be sought for a renewal of the Proposed Shareholders' Mandate for RRPT at each subsequent AGM of the Company.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming 22nd AGM, which will be convened at Meeting Room, 2nd Floor, Lot 1258, Mk 12, Jalan Seruling, Kawasan Perusahaan Valdor, 14200 Sungai Bakap, Pulau Pinang, Malaysia on Wednesday, 28 May 2025 at 2.30 pm or at any adjournment thereof.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS MANDATE TO BE TABLED AT THE FORTHCOMING 22ND AGM

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Paragraph 10.09(2) of the Listing Requirements provides that a listed issuer may seek a shareholders' mandate in respect of RRPT subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) 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 in relation to a listed issuer with a share capital of RM60 million and above:-
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more,

whichever is the higher;

- (c) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;
- (d) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of a person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, 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.

In accordance with paragraph 10.09(2) of the Listing Requirements, the Board hereby seeks the approval of the shareholders of Eonmetall for the Group to enter into the RRPT with the Related Parties as set out in Section 2.4, provided such transactions are entered into at arm's length and on the Eonmetall Group's normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and which will not be to the detriment of the minority shareholders. The transactions may occur in periodic requirements and are not bound by any preceding agreements negotiated in advance.

The RRPT are also subject to the review procedures set out in Section 2.6 below.

2.2 Background information

Eonmetall is an investment holding whilst the principal activities of its subsidiaries are more particularly set out under Note 7 to the Audited Financial Statements for the year ended 31 December 2024 enclosed in the Annual Report 2024.

The subsidiaries of Eonmetall which are involved in the RRPT are as set out in the table below:-

Name of companies	Interest held (%)	Principal activities
Eonmetall Industries Sdn. Bhd. ("EMI")	100	Manufacture and distribution of steel products, focusing on cold rolled coils, galvanised coils and flat steel products
Eonmetall Systems Sdn. Bhd. ("EMS")	100	Manufacture of steel products, focusing on steel storage systems
Eonmetall Technology Sdn. Bhd. ("EMT")	100	Manufacture of metalwork and industrial process machinery and equipment
Eonsteel Sdn. Bhd. ("ESL")	100	Property holding, manufacture and trading of steel products

2.3 The principal activities of the other related transacting parties

The principal activities of the other related transacting parties which are not part of Eonmetall Group that are involved in the RRPT with the Eonmetall Group are set out below:-

Related transacting parties	Principal activities
Leader Steel Sdn. Bhd. ("LSSB")	Manufacturing, processing and trading of steel and metal products and minerals
Leader Steel Service Centre Sdn. Bhd. ("LSSC")	Manufacturing, trading of steel products and providing transportation services
Genrizt Storage System ("Genrizt")	Trading of storage systems and hardware
Eonlipids Sdn. Bhd. ("Eonlipids")	Manufacturing and trading of edible fat products involving in non-dairy creamer, sweeteners, bakery mix for food and beverage
Eonlipids Nutrition Specialties Sdn. Bhd. ("ENS")	Manufacturing of all kinds of edible oil, fat products, foodstuffs and beverages.
EMT Systems Sdn. Bhd. ("EMTS")	Provision of end-to-end racking systems, logistics storage and retail display solutions, offering of consultancy services, warehouse system design, supply of metal shelving solutions, and installation works to both local and international clients

2.4 Nature of RRPT and Class of Related Parties

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

Proposed Renewal of Shareholders' Mandate for Existing RRPT

Provider of goods and services	Recipient of goods and services	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual value transacted ¹ (RM)	Estimated aggregate value of the transactions during the validity of the Proposed Shareholders' Mandate to the next AGM ² (RM)	Related Parties ³
EMI	Genrizt	Sales of steel products	1,500,000	113,484	1,500,000	<p>Dato' Goh Cheng Huat ("Dato' Goh"), the Executive Director of Eonmetall, is also a director and a major shareholder of Eonmetall by virtue of his interest through Eonmetall Corporation Sdn. Bhd. ("ECSB").</p> <p>Datin Tan Pak Say ("Datin Tan"), the Managing Director & Chief Executive Officer of Eonmetall. She is the spouse of Dato' Goh and the sister of Tan Phaik Hoon ("TPH"). She is also a major shareholder of Eonmetall by virtue of her indirect interest through ECSB and her spouse. She is a director of EMI.</p> <p>Goh Hong Kent ("GHK"), the Executive Director & Chief Operating Officer of Eonmetall, is also a director of EMI. He is a person connected to Dato' Goh and Datin Tan.</p> <p>Tan Kheng Hwa ("TKH") is the spouse of TPH.</p> <p>Genrizt is a partnership owned by TKH and TPH.</p>

¹ The Actual Value Transacted of RRPT is from 1 June 2024, the date on which the existing mandate was obtained up to LPD before the printing of this Circular.

² From the date of forthcoming AGM up to date of the next AGM. The estimated value for mandate is based on management forecast of transaction value that have been undertaken and anticipated. The estimated value is subject to changes.

³ The direct and indirect shareholdings of these interested related parties (if any) are set out in Section 7 below. Accordingly, these interested related parties will abstain from voting in respect of their direct or indirect shareholdings in Eonmetall at the forthcoming AGM on the Proposal Shareholders' Mandate.

2.4 Nature of RRPT and Class of Related Parties

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

Proposed Renewal of Shareholders' Mandate for Existing RRPT (Cont'd)

Provider of goods and services	Recipient of goods and services	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual value transacted ¹ (RM)	Estimated aggregate value of the transactions during the validity of the Proposed Shareholders' Mandate to the next AGM (RM)	Related Parties
EMI & EMT	Eonlipids	Sales of steel products, sales and maintenance of machinery, and project works ⁴	5,000,000	-	5,000,000	<p>Dato' Goh Cheng Huat ("Dato' Goh") is a director of Eonlipids and ENS.</p> <p>Dato' Goh and Datin Tan Pak Say ("Datin Tan") are major shareholders of Eonlipids and ENS by virtue of their indirect interest through Eonmetall Corporation Sdn. Bhd. ("ECSB"). ECSB is a major shareholder of Eonmetall.</p> <p>Datin Tan and Goh Hong Kent are directors of EMI and EMT.</p> <p>Goh Kee Seng⁵ is a director of EMT, Eonlipids and ENS. He is a person connected to Dato' Goh and Datin Tan. He is also major shareholders of Eonlipids and ENS.</p> <p>Eonlipids and ENS are subsidiaries of ECSB.</p>
	ENS		5,000,000	-	5,000,000	

⁴ Project delay pending finalisation of negotiations on the project specification as well as terms and conditions of award.

⁵ On 28 February 2025, Goh Kee Seng resigned as director of EMT. As at LPD, is still regarded as interested parties pursuant to Paragraph 10.02(c) and Paragraph 10.02(f) of Listing Requirements respectively.

2.4 Nature of RRPT and Class of Related Parties

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

Proposed Renewal of Shareholders' Mandate for Existing RRPT (Cont'd)

Provider of goods and services	Recipient of goods and services	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual value transacted ¹ (RM)	Estimated aggregate value of the transactions during the validity of the Proposed Shareholders' Mandate to the next AGM ² (RM)	Related Parties ³
EMI	LSSB ⁶ & LSSC ⁶	Sales and servicing of steel products	30,000,000	28,899,169	60,000,000	<p>Dato' Goh Cheng Huat ("Dato' Goh"), the Executive Director of Eonmetall, is also a director and a major shareholder of Eonmetall by virtue of his interest through Eonmetall Corporation Sdn. Bhd. ("ECSB").</p> <p>Dato' Goh is a director of Leader Steel Holdings Berhad ("LSH"), LSSB and LSSC. He is also a major shareholder of LSH by virtue of his interest and indirect interest through Bischart Sdn. Bhd. ("Bischart"), his spouse, Datin Tan Pak Say ("Datin Tan") and his children, Goh Hong Kent ("GHK").</p> <p>Datin Tan is the Managing Director & Chief Executive Officer of Eonmetall. She is a director of LSH, LSSB and LSSC. She is also a major shareholder of LSH by virtue of her interest and indirect interest through Bischart, and his spouse, Dato' Goh and her children, GHK.</p> <p>GHK is the Executive Director & Chief Operating Officer of Eonmetall. GHK is also a director of EMI, EMS, EMT, ESL, Bischart and LSSC. He is a son Dato' Goh and Datin Tan. He also has an interest in LSH.</p> <p>ECSB is a major shareholder of Eonmetall.</p>
LSSC ⁶	EMI	Purchase and servicing of steel products		850,382		
	EMS			-		
	ESL			-		
EMT	LSSB ⁶	Sales and maintenance of machinery	8,000,000	1,616	8,000,000	
LSSB ⁶ & LSSC ⁶	EMT	Purchase and maintenance of machinery		-		

⁶ Subsidiary of LSH

2.4 Nature of RRPT and Class of Related Parties

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

Proposed Renewal of Shareholders' Mandate for Existing RRPT (Cont'd)

Provider of goods and services	Recipient of goods and services	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual value transacted ¹ (RM)	Estimated aggregate value of the transactions during the validity of the Proposed Shareholders' Mandate to the next AGM ² (RM)	Related Parties ⁽³⁾
EMT	LSSC ⁶	Sales and maintenance of machinery	8,000,000	-	8,000,000	Dato' Goh Cheng Huat (" Dato' Goh "), the Executive Director of Eonmetall, is also a director and a major shareholder of Eonmetall by virtue of his interest through Eonmetall Corporation Sdn. Bhd. (" ECSB ").
LSSB ⁶	EMI	Purchase and servicing of steel products	30,000,000	-	60,000,000	Dato' Goh is a director of Leader Steel Holdings Berhad (" LSH "), LSSB and LSSC. He is also a major shareholder of LSH by virtue of his interest and indirect interest through Bischart Sdn. Bhd. (" Bischart "), his spouse, Datin Tan Pak Say (" Datin Tan ") and his children, Goh Hong Kent (" GHK "). Datin Tan is the Managing Director & Chief Executive Officer of Eonmetall. She is a director of EMT, LSH, LSSB and LSSC. She is also a major shareholder of LSH by virtue of her interest and indirect interest through Bischart, and his spouse, Dato' Goh and her children, GHK. GHK is the Executive Director & Chief Operating Officer of Eonmetall. GHK is also a director of EMI, EMS, EMT, ESL, Bischart and LSSC. He is a son Dato' Goh and Datin Tan. He also has an interest in LSH. ECSB is a major shareholder of Eonmetall.
	EMS			-		
	ESL			-		
EMS & ESL	LSSB ⁶ LSSC ⁶	Sales and servicing of steel products		20,097,274		

2.4 Nature of RRPT and Class of Related Parties

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

Proposed Renewal of Shareholders' Mandate for Existing RRPT (Cont'd)

Provider of goods and services	Recipient of goods and services	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual value transacted ¹ (RM)	Estimated aggregate value of the transactions during the validity of the Proposed Shareholders' Mandate to the next AGM ² (RM)	Related Parties ³
LSSB ⁶	EMI & EMT	Renting of single storey factory ⁷	4,000,000	1,500,308	4,000,000	<p>Dato' Goh Cheng Huat ("Dato' Goh"), the Executive Director of Eonmetall, is also a director and a major shareholder of Eonmetall by virtue of his interest through Eonmetall Corporation Sdn. Bhd. ("ECSB").</p> <p>Dato' Goh is a director of Leader Steel Holdings Berhad ("LSH"), LSSB and LSSC. He is also a major shareholder of LSH by virtue of his interest and indirect interest through Bischart Sdn. Bhd. ("Bischart"), his spouse, Datin Tan Pak Say ("Datin Tan") and his children, Goh Hong Kent ("GHK").</p> <p>Datin Tan is the Managing Director & Chief Executive Officer of Eonmetall. She is a director of EMI, EMT, LSH, LSSB and LSSC. She is also a major shareholder of LSH by virtue of her interest and indirect interest through Bischart, and his spouse, Dato' Goh and her children, GHK.</p> <p>GHK is the Executive Director & Chief Operating Officer of Eonmetall. GHK is also a director of EMI, EMT Bischart and LSSC. He is a son Dato' Goh and Datin Tan. He also has an interest in LSH.</p> <p>ECSB is a major shareholder of Eonmetall.</p>
LSSC ⁶	EMI	Purchase and servicing of steel products	3,000,000	-	3,000,000	
LSSB ⁶			3,000,000	-	3,000,000	

⁷ A single storey factory building located at Lot 1596, Mukim 12, Kawasan Perusahaan Valdor, 14200 Sungai Bakap, Daerah Seberang Perai Selatan, Penang measuring approximately 75,000 to 210,000 square feet in area at a monthly rental approximately RM70,000 to RM270,000.

2.4 Nature of RRPT and Class of Related Parties

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

Proposed Renewal of Shareholders' Mandate for Existing RRPT (Cont'd)

Provider of goods and services	Recipient of goods and services	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual value transacted ¹ (RM)	Estimated aggregate value of the transactions during the validity of the Proposed Shareholders' Mandate to the next AGM ² (RM)	Related Parties ³
EMI	EMTS	Trading of steel products	80,000,000	32,090,257	80,000,000	<p>Dato' Goh Cheng Huat ("Dato' Goh") is the Executive Director and major shareholder of Eonmetall and Maybulk Berhad ("Maybulk"), the holding company of EMTS. He is also a major shareholder of ECSB.</p> <p>Datin Tan Pak Say ("Datin Tan") is the spouse of Dato' Goh. She is also a major shareholder of ECSB and Maybulk by virtue of her indirect interest through ECSB and Dato' Goh.</p> <p>Goh Hong Kent is the Executive Director & Chief Operating Officer of Eonmetall. He is also a director of EMI, EMS and EMT. He is the son to Dato' Goh and Datin Tan.</p> <p>Goh Kee Seng is a Non-Independent Non-Executive Director of Eonmetall. He is the brother to Dato' Goh and brother-in-law to Datin Tan.</p> <p>Lim Junliang, Troy is a Non-Independent Non-Executive of Maybulk. He is the son-in-law to Dato' Goh.</p>
EMS	EMTS	Trading of steel products		-		
EMT	EMTS	Sales and maintenance of machinery		67,643		

2.5 Amount Due and Owing by Related Parties

As at financial year ended 31 December 2024, outstanding amount due and owing by the Related Parties under the RRPT of the Group, which exceeded the credit term are as follows:

No.	Transacting Parties	Total sum due and owing pursuant to a RRPT which exceeded the credit term as at the financial year ended 31 December 2024 by:							
		Exceeding credit term but ≤ 1 year		1 year to ≤ 3 years		3 years to ≤ 5 years		> 5 years	
		Principal (RM)	Interest (RM)	Principal (RM)	Interest (RM)	Principal (RM)	Interest (RM)	Principal (RM)	Interest (RM)
1	Genrizt	52,823.12	-	-	-	-	-	-	-
2	LSSC	519,146.31	-	-	-	-	-	-	-
3	LSSB	622,228.30	-	-	-	-	-	-	-

Notes:

1. There are no late payment charges imposed on the outstanding amounts as these are trade in nature.
2. The Group continuously follow-up with the debtor for timely settlement of outstanding amounts.
3. The Board is of the opinion that there is no recoverability issue as the debtor is a related party with a long standing relationship with the Group.
4. Out of the total outstanding amount due and owing by Related Parties a sum of RM27,462 have been settled as at LPD.

2.6 Guidelines and Review Procedures

The Group had established the guidelines and procedures to ensure that the RRPT contemplated under the Proposed Shareholders' Mandate are undertaken on transaction prices and terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders:-

(i) Methods for Determination of Transaction Price

- (a) The transaction prices and the terms and conditions are determined by current market forces under similar commercial terms and normal trade practices for transactions with third parties.
- (b) The Group shall ensure that where possible at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, whenever 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.
- (c) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the Group's pricing for the products/services to be supplied/provided and/or purchased/received will be determined in accordance with the Group's usual business practices and policies, which are on terms not more favourable to the related parties than those extended to third parties/public and not to the detriment of minority shareholders of the Company.
- (d) The rental rates for the properties were determined based on the valuation report from professional valuer and/or conducting an internal market survey and comparison with the rental rate at the adjacent properties.

(ii) Thresholds for Approval of RRPT

There are no specific thresholds for the approval of RRPT within the Group. All the RRPT will be reviewed by the Audit Committee and approved by the Board of Directors (excluding the interested Directors).

(iii) Monitoring of RRPT

- (a) An updated list of related parties shall be circulated within the Group from time to time for reference and at the same time, the related party will be notified to ensure that all RRPT are undertaken in accordance with the policies.
- (b) All operating divisions and subsidiary companies shall review the existing information systems to ensure that information on Related Party Transactions are captured at source.
- (c) Records will be maintained by the Company for Audit Committee's review in order to capture all RRPT which are entered into pursuant to the shareholders' mandate.
- (d) The Audit Committee shall review the internal audit reports as and when required to ascertain that the guidelines and procedures established to monitor RRPT have been complied with.
- (e) The Board and the Audit Committee shall have overall responsibility for the determination of the review procedures with authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or Audit Committee has an interest, as the case may be, he will abstain from any decision making by the Board and the Audit Committee respectively in respect of the said transaction.
- (f) Additional quotations, if relevant, from third parties will be obtained and will be evaluated based on ranking on the price, delivery, services and other terms and conditions before entering into such transactions.

If it is determined that the guidelines and/or procedures stated in Section 2.6(i) in this Circular are inadequate and to ensure that:-

- (i) the RRPT will be conducted at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (ii) such transactions are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders.

The Company will obtain a fresh shareholders' mandate based on new guidelines and procedures. The Audit Committee shall also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

Pursuant to Paragraph 10.09 of the Listing Requirements, in a meeting to obtain the Proposed Shareholders' Mandate, the interested Director, interested Major Shareholder or interested persons connected with a Director and/or Major Shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions.

2.7 Deviation from mandate

The actual value of RRPT did not exceed 10% of the estimated values as approved under the previous shareholders' mandate granted to the Company at the last AGM held on 31 May 2024.

3. STATEMENT BY AUDIT COMMITTEE

The Audit Committee of the Company has seen and reviewed the procedure mentioned in Section 2.6 above and is of the view that:-

- (i) The procedures and processes are sufficient to ensure that the RRPT are carried out on 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; and
- (ii) The Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

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

4.1 Rationale for the Proposed Shareholders' Mandate

The rationale for the Proposed Shareholders' Mandate is to enable Eonmetall Group to obtain general mandate from its shareholders for the RRPT. On the whole, the RRPT are considered by the Board to be beneficial to the Eonmetall Group as they constitute recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations of Eonmetall Group, and which contribute to the generation of their turnover.

It is envisaged that in the normal course of business of Eonmetall Group, transactions in respect of goods or services with the Related Parties will occur with some degree of frequency from time to time and may arise at any time.

Some of these RRPT may be time-sensitive and it may be impractical to seek shareholders' approval on a case to case basis before entering into such RRPT.

The obtaining of the shareholders' mandate and the renewal thereof on an annual basis would eliminate the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT arise, thereby reducing administrative time and cost associated with the corporate objectives or adversely affecting the business opportunities available to Eonmetall Group.

4.2 Benefits of the Proposed Shareholders' Mandate

Some of the benefits to be derived from the Proposed Shareholders' Mandate of these RRPT are:-

- (i) flexibility and choice of parties to enter into such transactions, whether with Related Parties or Non-Related Parties;
- (ii) facilitate transactions with Related Parties which are in the ordinary course of business of Eonmetall Group undertaken at arm's length basis, normal commercial terms and on 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 of the Company;
- (iii) facilitate transactions with Related Parties in an expeditious manner to meet business needs for the supply and/or provision of goods and services which are necessary for its day-to-day operations, particularly business needs which are time sensitive in nature; and
- (iv) eliminate the need to announce and convene separate general meetings to seek shareholders' mandate for each transaction and as such, substantially reduce expenses, time and other resources associated with the making of announcements and convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow financial and manpower resources to be channeled to attain more productive objectives.

In addition to the above benefits, the Related Parties had also proven to be reliable in its delivery of services and products as well as fulfilling the quality expectations of the Eonmetall Group. Due to previous business dealings with the Related Parties, the Related Parties are familiar with the Group's operations and are able to meet the Group's business requirements even when short notice is given. This has allowed the Group to benefit from sudden business opportunities that had arisen.

5. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on the total number issued shares, the substantial shareholders' shareholdings of the Company, the NA per share and gearing of the Group for the financial year ending 31 December 2025.

6. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of Eonmetall at the forthcoming 22nd AGM.

7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

The direct and indirect interest of the interested Major Shareholders and the interested Directors of Eonmetall and Persons Connected with them as at LPD are summarised below:

Interested Directors of Eonmetall	Shareholdings			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Datin Tan Pak Say	-	-	125,178,046 ^(b)	41.08
Dato' Goh Cheng Huat ("Dato' Goh")	41,128,918	13.50	84,049,128 ^(c)	27.59
Goh Hong Kent	-	-	-	-
Goh Kee Seng ^{(a)(d)}	-	-	-	-

Notes:

- (a) On 28 February 2025, Goh Kee Seng resigned as director of EMT. As at LPD, is still regarded as interested parties pursuant to Paragraph 10.02(c) and Paragraph 10.02(f) of Listing Requirements respectively.
- (b) Deemed interested by virtue of her spouse's direct and indirect interest pursuant to Section 8(4) and Section 59(11)(c) of the Act.
- (c) Deemed interested by virtue of his interest in Eonmetall Corporation Sdn. Bhd. ("ECSB") pursuant to Section 8(4) of the Act.
- (d) Goh Kee Seng is a Non-Independent Non-Executive Director of Eonmetall. He is the brother of Dato' Goh.

The abovenamed Interested Directors had abstained and will continue to abstain from Board deliberation and voting in respect of their direct and indirect interests in Eonmetall on the ordinary resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming 22nd AGM.

Interested Persons Connected to Interested Directors and Interested Major Shareholders of Eonmetall	Shareholdings			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Tan Kheng Hwa	50	0.00	-	-
Wong Yang Chong	180,000	0.06	-	-
Tan Phaik Hoon	10,000	0.00	-	-
ECSB	84,049,128	27.59	-	-

The abovenamed Interested persons connected to Directors and/or Major Shareholders, shall abstain from voting and deliberating in respect of their direct and indirect shareholdings in the Company, if any, at the forthcoming 22nd AGM on the resolutions approving the RRPT involving their interests which are comprised in the Proposed Shareholders' Mandate.

The Directors and/or Major Shareholders have undertaken to ensure that all the Persons Connected to them will abstain from voting in respect of their direct and/or indirect interests in the Company on the ordinary resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming 22nd AGM.

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

8. DIRECTORS' RECOMMENDATION

Having considered the rationale for the Proposed Shareholders' Mandate and deliberated on the same, the Board with the exception of Datin Tan Pak Say, Dato' Goh Cheng Huat, Goh Kee Seng and Goh Hong Kent, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Group.

With the exception of Datin Tan Pak Say, Dato' Goh Cheng Huat, Goh Kee Seng and Goh Hong Kent who are interested in the Proposed Shareholders' Mandate in the manner disclosed in the table in Section 2.4 in this Circular, and have therefore abstained from making any recommendation in respect of the RRPT in which they are involved, the Board recommends that you vote in favour of the Ordinary Resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming 22nd AGM.

9. AGM

The 22nd AGM, the notice of which is enclosed in the Annual Report 2024, will be held at Meeting Room, 2nd Floor, Lot 1258, Mk 12, Jalan Seruling, Kawasan Perusahaan Valdor, 14200 Sungai Bakap, Pulau Pinang, Malaysia on Wednesday, 28 May 2025 at 2.30 pm for the purpose of considering and, if thought fit, passing with or without any modifications to the ordinary resolution to give effect to the Proposed Shareholders' Mandate under the Special Business in the 22nd AGM.

If you are unable to attend and vote at the 22nd AGM, please complete, sign and send the Form of Proxy shall be deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia, not less than forty-eight (48) hours before the time set for holding the 22nd AGM or at any adjournment thereof.

The lodging of the Proxy of Form will not preclude you from attending and voting at the meeting if you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders of Eonmetall are requested to refer to the attached Appendix contained in this Circular for further information.

Yours faithfully
for and on behalf of the Board of
Eonmetall Group Berhad

Chan Theng Sung
Independent Non-Executive Director & Chairman of the Audit Committee

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Neither the Company nor of its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business of the Group) within two (2) years preceding the date of the Circular save for the following:

On 10 January 2024, Eonmetall Land Sdn. Bhd. (a wholly owned subsidiary of Company) received a Notis Award dan Tawaran Pampasan ("**Borang H**") from the Pejabat Daerah Dan Tanah Klang invoking compulsory acquisition under Land Acquisition Act, 1960 ("**Act 486**") to acquire approximately 8,996 square meter in area of land forming part of H.S.(D) 166442, No. PT85117 (115881) Mukim Kapar, Daerah Klang, Negeri Selangor for a cash consideration of Ringgit Malaysia Thirty Million Four Hundred Fourteen Five Hundred Four and Sen Seventy (RM30,414,504.17) only. This transaction was completed on 26 March 2024.

3. MATERIAL LITIGATION

Neither the Company nor of its subsidiaries is engaged in any material litigation, claim and arbitrations either, as plaintiff or defendant, and the Board have no knowledge of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company and its subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the time set for convening the 22nd AGM:

- (i) Borang H (Notis Award dan Tawaran Pampasan) under Section 16 of the Act 486;
- (ii) Constitution of the Company; and
- (iii) Audited Financial Statements of the Company for the past two (2) financial years ended 31 December 2022 and 2023.