

FSBM HOLDINGS BERHAD (REGISTRATION NO. 198401003091 (115609-U))

**TRANSACTION (CHAPTER 10 OF MAIN MARKET LISTING REQUIREMENTS)
RELATED PARTY TRANSACTION (“RPT”), DISPOSAL OF 100% INTERESTS IN ASIAN
TECHNOLOGY RESOURCES SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM3.00 TO
DATO’ TAN HOCK SAN @ TAN HOCK MING AND TAN EE ERN (“PURCHASERS”) (“THE
“DISPOSAL”)**

1. INTRODUCTION

The Board of Directors of FSBM Holdings Berhad (“**FSBM**”) (“**Vendor**”) wishes to announce that FSBM had on 23 July 2024 entered into a Share Sale and Purchase Agreement (“**Agreement**”) with Dato’ Tan Hock San @ Tan Hock Ming (NRIC: 490814-10-5819) (“**Dato’ Tan**”) and Tan Ee Ern (NRIC: 800728-14-5815) (“**TEE**”) (“**Purchasers**”) to dispose of its entire shareholding in Asian Technology Resources Sdn Bhd (“**ATR**”), comprising:

- (i) 2,500,000 ordinary shares; and
- (ii) 7,100,000 preference shares,

in ATR (“**Sale Shares**”) for a total cash consideration of RM3.00 (“**Sale Consideration**”) (“**Disposal**”),

(both the Vendor and the Purchasers are hereinafter referred to as the “**Parties**”).

The Vendor and the Purchasers have agreed to enter into the Agreement for the sale by the Vendor and the purchase by the Purchasers of the Sale Shares in the following proportion:

Purchasers	Number of ordinary shares in the share capital of the Company, each forming part of the Sale Shares	Number of preference shares in the share capital of the Company, each forming part of the Sale Shares	Sale Consideration (RM)
Dato’ Tan	1 ordinary share	None	1.00
TEE	2,499,999 ordinary shares	7,100,000 preference shares	2.00
TOTAL	2,500,000 ordinary shares	7,100,000 preference shares	3.00

The Disposal is a Related Party Transaction (“RPT”) as Dato’ Tan, Tan Wan Yen and TEE who is a person connected with such Directors are regarded as related parties and are interested/deemed interested in the Disposal. Details of the interested Directors and person connected with such Director in relation to the Disposal (“Related Parties”) are set out in Section 10 of this announcement.

2. DETAILS OF THE DISPOSAL

2.1 Information on ATR

ATR (Registration No. 199701018308 (433805-H)), a company incorporated in Malaysia on 3 June 1997 under the Companies Act, 1965 and is deemed registered under

Companies Act 2016 (“**Companies Act**”) as a private limited company and having its registered office at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

As at 23 July 2024, being the latest practicable date prior to this announcement (“**LPD**”), the issued share capital of ATR is RM6,050,000.00 comprising:

- (i) 2,500,000 ordinary shares fully paid (equivalent to RM2,500,000.00); and
- (ii) 7,100,000 preference shares partly paid (equivalent to RM3,550,000.00).

ATR is principally engaged in car park management services and investment holdings.
ATR

For the financial year ended 31 December 2023, ATR recorded an audited loss after tax of RM7,525 and shareholders’ equity of RM3,571,094.

2.2 Original cost of investment

The total original cost of investment by FSBM in ATR is RM2,500,000 for 2,500,000 ordinary shares and RM71,000 for 7,100,000 preference shares

2.3 Liabilities and guarantees

There are no liabilities in relation to the Disposal which will remain with FSBM nor are there any guarantees given by FSBM to the Purchasers or ATR.

3. INFORMATION ON THE PURCHASERS

(i) Dato’ Tan

Dato’ Tan, a Malaysian aged 75, is a Non-Independent Non-Executive Director of FSBM. Dato’ Tan does not hold any shares directly in FSBM but is deemed interested in 2,400 shares in FSBM held by his daughter, Tan Wan Phing.

Dato’ Tan is also one of the directors of ATR since 17 February 2003.

(ii) TEE

TEE, a Malaysian aged 44, is the son of Dato’ Tan. TEE does not hold any shares in FSBM.

TEE is also one of the directors of ATR since 25 October 2018.

4. BASIS AND JUSTIFICATION IN ARRIVING AT THE SALE CONSIDERATION FOR THE DISPOSAL

The Sale Consideration of the Disposal, which will be fully satisfied in cash, was arrived at on a willing buyer-willing seller basis, after taking into consideration the net liabilities of ATR as at 31 December 2023 of RM3,574,190.

5. RATIONALE AND BENEFITS OF THE DISPOSAL

The Disposal forms part of FSBM’s streamlining exercise to dispose its loss-making subsidiary and focus on its core activities. FSBM and its subsidiaries (“**FSBM Group**”) is primarily involved in the development of web-based and mobile platforms for customers .

The Disposal offers a strategic opportunity for FSBM to exit and re-allocate its resources to other businesses within the FSBM Group.

6. EFFECTS OF THE DISPOSAL

The Disposal is expected to result in a gain on disposal at group level of approximately RM33,000 after taking into consideration the net liabilities of ATR.

Save for the above, the Disposal will not have any effect on the earnings per share, net assets per share, gearing, share capital and substantial shareholders' shareholdings of the FSBM Group.

7. SALIENT TERMS OF THE AGREEMENT

7.1 Payment of Sale Consideration

The Sale Consideration has been paid by the Purchasers to the Vendor on the date of the Agreement.

7.2 Completion

On the date of the Agreement, the Vendor shall deliver or cause to be delivered to the Purchasers:

- (a) the resolution of the Board of Directors of ATR approving the transfer and registration of the Sale Shares in favour of the Purchasers subject only to the share transfer instruments having been duly stamped; and
- (b) the share certificates in respect of all the Sale Shares, the instruments of transfer under section 105 of the Companies Act in respect of the Sale Shares duly executed by the Vendor as transferor in favour of the Purchasers as transferees and such documents as may be required to give good title to the Sale Shares and to enable the Purchasers to become the registered holders of the Sale Shares.

8. COMPLETION

Completion has occurred on even date, being the date of the Agreement.

9. APPROVAL REQUIRED

The Disposal is not subject to the approval of the shareholders of FSBM or any relevant government authorities.

10. NATURE AND EXTENT OF INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM

Dato' Tan is a Non-Independent Non-Executive Director of FSBM. TEE is the son of Dato' Tan and the brother of Tan Wan Yen, an Executive Director of FSBM. As such, Dato' Tan and Tan Wan Yen are deemed to have an interest in the Disposal.

Accordingly, Dato' Tan and Tan Wan Yen have abstained and will continue to abstain from all Board deliberations and voting in respect of the Disposal.

Save for as aforesaid, none of the directors and/or major shareholders of FSBM and/or persons connected to them have any interest, direct or indirect, in the Disposal.

11. TRANSACTION WITH THE RELATED PARTY IN THE PAST 12 MONTHS

Save for the Agreement, there has been no transactions entered into between the FSBM Group and Dato' Tan, TEE, Tan Wan Yen and/or persons connected to them for the 12 months preceding the date of this announcement.

12. AUDIT COMMITTEE'S STATEMENT

The Audit Committee of FSBM, having considered all aspects to the Disposal including the salient terms of the Agreement, basis and justification of the Sale Consideration, rationale for and benefits of the Disposal, is of the opinion that the Disposal is:

- (i) in the best interest of the Company;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interest of the minority shareholders of the Company.

13. DIRECTORS' STATEMENT

The Board (save for Dato' Tan and Tan Wan Yen), having considered all aspects to the Disposal including the salient terms of the Agreement, basis and justification of the Sale Consideration, rationale for and benefits of the Disposal, is of the opinion that the Disposal is:

- (i) in the best interest of the Company;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interest of the minority shareholders of the Company.

14. HIGHEST PERCENTAGE RATIO

The highest percentage ratio applicable to the Disposal pursuant to Paragraph 10.02 (g) of the Main Market Listing Requirements is 0.00002% being total assets of ATR over the total assets of the Group.

15. AGREEMENT AVAILABLE FOR INSPECTION

A copy of the Agreement is available for inspection at the Company's registered office, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, during normal business hours from Monday to Friday (except for public holidays) for a period of 1 month from the date of this announcement.

This announcement is dated 23 July 2024.