

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused the contents of this Statement prior to its issuance as it is an exempt document pursuant to Rule 2.1 of Guidance Note 22 of ACE Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Statement, 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 Statement.

Shareholders should rely on their own evaluation to assess the merits and risks of the proposals set out herein.



ADVANCE INFORMATION MARKETING BERHAD

[Registration No. 200401006266 (644769-D)]

(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS

**IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE
AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES UP TO TEN PER CENTUM (10%)
OF THE TOTAL NUMBER OF ISSUED SHARES
 (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”)**

The resolution in respect of the above proposal will be tabled as Special Business at the Nineteenth Annual General Meeting (“19th AGM”) of Advance Information Marketing Berhad (“AIM” or “Company”), which will be conducted on virtual basis through live streaming from the Broadcast Venue as detailed below, using Remote Participation and Voting (“RPV”) facilities operated by Mlabs Research Sdn Bhd via <https://rebrand.ly/AIM-AGM>.

Shareholders **WILL NOT BE ALLOWED** to attend the 19th AGM in person at the Broadcast Venue on the day of the meeting.

This Statement is available at www.aim-net.com.my together with the Annual Report 2022, Notice of 19th AGM, Proxy Form and the Administrative Guide for the 19th AGM of AIM. Please read the notes in the Notice of 19th AGM carefully and follow the procedures in the Administrative Guide for the 19th AGM in order to participate remotely via RPV facilities.

You are entitled to participate and vote at the 19th AGM of the Company or to appoint a proxy or proxies to participate and vote on your behalf. The Proxy Form must be completed, signed and deposited with the Company’s Poll Administrator office at Aldpro Corporate Services Sdn Bhd of B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan in not less than forty-eight (48) hours before the time appointed for holding the 19th AGM or any adjournment thereof.

The lodgment of the Proxy Form will not preclude you from participating and voting in person at the meeting should you subsequently wish to do so and, in such event, your Proxy Form shall be deemed to have been revoked.

Day, date and time of the 19 th AGM	:	Wednesday, 21 June 2023 at 11:00 a.m.
Last day, date and time for lodging the Proxy Form	:	Monday, 19 June 2023 at 11:00 a.m.
Broadcast Venue	:	Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan

DEFINITIONS

Unless otherwise stated, the following definitions shall apply throughout this Statement: -

“ACELR”	: ACE Market Listing Requirements of Bursa Securities including any amendments to the same that may be made from time to time
“Act”	: Companies Act 2016 and any amendments made thereto from time to time, as well as every statutory modification or any re-enactment thereof (including the corresponding previous written law)
“AGM”	: Annual General Meeting
“AIM” or “the Company”	: Advance Information Marketing Berhad
“AIM Group”	: AIM and its subsidiaries, collectively
“AIM Shares” or “Shares”	: Ordinary share(s) in AIM
“Annual Report 2022”	: Annual Report of AIM for the financial year ended 31 December 2022
“Board”	: The Board of Directors of AIM
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Code”	: Malaysian Code on Take-Overs and Mergers 2016, including any amendments that may be made from time to time
“CMSA”	: Capital Markets and Services Act 2007, including any amendments that may be made from time to time
“Directors”	: Has the meaning given in Section 2(1) of the CMSA
“EPS”	: Earnings per share
“Latest Practicable Date” or “LPD”	: 31 March 2023, being the latest practicable date prior to the printing of this Statement
“Market Day”	: A day on which the stock market of Bursa Securities is open for trading in securities
“NA”	: Net assets attributable to ordinary equity holders of AIM
“Proposed Share Buy-Back”	: Proposed purchase of up to ten per centum (10%) of AIM’s total number of issued shares
“Proposed Renewal of Share Buy-Back Mandate” or “Proposal”	: Proposed renewal of shareholders’ mandate for the authority to the Company to purchase its own shares up to ten per centum (10%) of its total number of issued shares
“Purchased Shares”	: AIM Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Mandate
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“SC”	: Securities Commission Malaysia

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ADVANCE INFORMATION MARKETING BERHAD
[Registration No. 200401006266 (644769-D)]
(Incorporated in Malaysia)

Registered Office

A3-3-8 Solaris Dutamas
No. 1, Jalan Dutamas 1
50480 Kuala Lumpur
Wilayah Persekutuan

27 April 2023

Board of Directors

Dato' Ir. Lim Siang Chai (*Non-Independent Non-Executive Chairman*)
Mak Siew Wei (*Executive Director*)
Mejar Dato' Ismail Bin Ahmad (*Independent Non-Executive Director*)
Kang Teik Yih (*Independent Non-Executive Director*)
Choong Mun Kit (*Independent Non-Executive Director*)
Ong Poh Lin Abdullah (*Independent Non-Executive Director*)

To: The Shareholders of AIM

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

1. INTRODUCTION

At the Eighteenth AGM ("18th AGM") of the Company held on 23 June 2022, the Company had obtained the shareholders' mandate for the Proposed Share Buy-Back by AIM of up to ten per centum (10%) of the total number of issued shares of the Company at any point of time through Bursa Securities. The said mandate for share buy-back is subject to annual renewal and shall lapse at the conclusion of the Company's forthcoming Nineteenth AGM ("19th AGM") unless the approval for its renewal is obtained from the shareholders.

On 14 April 2023, the Board had announced the Company's intention to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Mandate at the forthcoming 19th AGM of the Company to be held on 21 June 2023.

The purpose of this Statement is to provide you with the details of the Proposal, to set out the recommendation of the Board and to seek your approval on the Ordinary Resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled as a Special Business at the forthcoming 19th AGM of the Company, as set out in the Notice of 19th AGM.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS STATEMENT BEFORE VOTING TO GIVE EFFECT TO THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

The Company had at its 18th AGM held on 23 June 2022 obtained the shareholders' approval to purchase up to ten per centum (10%) of the total number of issued shares of the Company at any point of time. The said approval shall, in accordance with the ACELR, lapse at the conclusion of the forthcoming 19th AGM of the Company, unless the approval is renewed.

No Shares were purchased to date since the approval was obtained at the 18th AGM.

The Company proposes to seek the approval from the shareholders of the Company at the forthcoming 19th AGM for the Proposed Renewal of Share Buy-Back Mandate.

The approval from the shareholders, if renewed, would be effective immediately upon the passing of the Ordinary Resolution for the Proposed Renewal of Share Buy-Back Mandate at the forthcoming 19th AGM and shall remain in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed, at which time it will lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

3. MAXIMUM NUMBER OR PERCENTAGE OF SHARES TO BE ACQUIRED

The maximum number of AIM Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company in compliance with Rule 12.09 of the ACELR.

As at the LPD, the maximum number of AIM Shares that can be purchased and/or held by the Company will be as follows:-

	<u>No. of Shares</u>
Total number of issued shares of AIM	97,554,209
10% of the total number of issued shares	9,755,420
Maximum number of shares which may be purchased in respect of the Proposed Share Buy-Back	<u>9,755,420</u>

The actual number of AIM Shares to be purchased by the Company pursuant to the Proposed Share Buy-Back, the total amount of funds involved for each purchase and the timing of the purchase(s) will depend on, among others, the market conditions and sentiments of the stock market, the availability of financial resources and the retained profits of the Company at the time of the purchase(s).

4. MAXIMUM AMOUNT OF FUNDS TO BE ALLOCATED AND THE SOURCE OF FUNDS

The maximum amount of funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the aggregate balance standing in the audited retained profits of the Company pursuant to Section 127 of the Act and any prevailing laws.

Based on the latest Audited Consolidated Financial Statements for the financial year ended 31 December 2022 of AIM, the accumulated loss of the Company stood at RM22,879,376.

Depending on the number of shares purchased and the purchase consideration, the Proposed Share Buy-Back will be financed through internally generated funds and/or external borrowings. Any use of internally generated funds for the Proposed Share Buy-Back is not expected to have a material impact on the cash flow position of the Company. In the event that the Proposed Share Buy-Back is financed by external borrowings, the Board will ensure that the Company is capable of repaying such external borrowings and such repayment is not expected to have a material impact on the cash flow position of the Company. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Share Buy-Back.

The amount and proportion of funding will depend on the quantum of purchase and consideration, the availability of funds at the time of purchase(s) and other relevant cost factors.

5. TREATMENT OF SHARES PURCHASED

In accordance with Section 127(4) of the Act, the Board may, at their discretion, deal with the Purchased Shares until all the Purchased Shares have been dealt with in the following manner:-

- (a) to cancel the shares so purchased; or
- (b) to retain the shares so purchased in treasury to be resold on Bursa Securities if the opportunity arises for the Company to realise gains from the resale; or to be distributed to shareholders as share dividends to reward the shareholders of the Company; or
- (c) to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares,

or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

Based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, the Board may at their discretion:-

- (a) distribute all or part of the treasury shares as dividends to our shareholders, such dividends to be known as "shares dividends";
- (b) resell all or part of the treasury shares in accordance with the ACELR;
- (c) transfer all or part of the treasury shares for the purposes of or under an employees' share scheme established by the Company and/or its' subsidiaries;
- (d) transfer all or part of the treasury shares as purchase consideration;
- (e) cancel all or part of the treasury shares;
- (f) sell, transfer or otherwise use the Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- (g) deal with the treasury shares in the manners as allowed by the Act, ACELR, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

While the Purchased Shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares, or of a class of shares in the Company for any purpose including, without limiting the generality of the provision of Section 127 of the Act, the provision of any law or the requirements of the Company's Constitution or the ACELR on substantial shareholdings, take-overs, notices, requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

An immediate announcement will be made to Bursa Securities in respect of the intention of the Board on the treatments of the Purchased Shares, i.e. notification of purchase, resale or transfer or cancellation of the Purchased Shares as per the ACELR.

As at the date of this Statement, the Board has yet to make any decision with regards to the treatment of the Shares so purchased in the future.

Where the Directors resolve to cancel the Shares so purchased or cancel any treasury shares, the number of the Company's issued shares shall be diminished by the cancellation of the Shares so cancelled. It is pertinent to note that the cancellation of Shares made pursuant to Section 127(15) of the Act shall not be deemed to be a reduction in share capital.

6. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will enable the Company to utilise its surplus financial resources which is not immediately required for other uses to purchase AIM Shares from the market. It may stabilise the supply and demand as well as the market price of its Shares traded on Bursa Securities, thereby supporting its fundamental value.

The Purchased Shares, whether to be held as treasury shares or subsequently cancelled, will effectively reduce the number of Shares carrying voting and participation rights. Depending on the funding cost for the purchase of the AIM Shares, the Proposed Share Buy-Back may strengthen the consolidated EPS of the Company, as a result of the decreased share capital base used for the computation of the Company's EPS and if so, it is expected to have a positive impact on the market price of the Shares, further benefiting the shareholders of AIM.

Purchased AIM Shares can be held as treasury shares and may be resold on the stock market of Bursa Securities at a higher price and therefore realising a potential capital gain in the reserves without affecting the total number of issued shares of the Company. The treasury shares may also be distributed to the shareholders as share dividends.

7. INTERESTS OF DIRECTORS, MAJOR/SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the consequential increase in the percentage shareholdings of the Directors and/or Major/Substantial Shareholders as a result of the Proposed Share Buy-Back, none of the Directors and/or Major/Substantial Shareholders of AIM and/or persons connected with them, if any, has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Mandate or the subsequent resale of the treasury shares (if any).

8. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

8.1 Potential Advantages

The potential advantages of the Proposed Share Buy-Back to the Company and its shareholders, if exercised are as follows:-

- (a) allows the Company to utilise its financial resources where there is no immediate use, to purchase AIM Shares. The Share Buy-Back would effectively reduce the number of shares carrying voting and participation rights (unless the Purchased AIM Shares are re-sold on the stock market of Bursa Securities or distributed to the shareholders as share dividends). Consequently, (whether the Purchased AIM Shares are held as treasury shares or cancelled), all else being equal, the consolidated EPS of the AIM Group could be enhanced, further increasing the value of the shareholders' investment in the Company;

- (b) allows the Company the flexibility in achieving its desired capital structure, in terms of its debt and equity composition, and the size of its equity base;
- (c) allows the Company to take preventive measures against speculation and reduce the volatility of AIM Shares prices. The stability of AIM Shares prices would enhance and maintain investors' confidence in order to facilitate fund raising exercises of the Company via the equity market; and
- (d) Purchased AIM Shares retained as treasury shares will provide the Company with opportunities for potential capital gains if the said Purchased Shares are resold at prices higher than the purchase prices and such proceeds may be subsequently used for investment opportunities arising in the future, working capital and/or distribution as dividends to shareholders. In the event the treasury shares are distributed as share dividends, it shall serve as a reward to the shareholders of the Company.

8.2 Potential Disadvantages

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:-

- (a) the Proposed Share Buy-Back would reduce the amount of financial reserves of the AIM Group. This may result in opportunity costs as better investment opportunities that may emerge in the future may be forgone due to the reduction in financial resources. However, the financial resources of the Group may recover or increase if the Purchased AIM Shares retained as treasury shares are resold in the market;
- (b) as the funds to be allocated for the Proposed Share Buy-Back must be made wholly out of the retained profits of the Company, it may result in the reduction of financial resources available for distribution of dividend to the shareholders of the Company in the immediate future;
- (c) the Proposed Share Buy-Back may deprive the Company's interest income that can be derived from the funds to be utilised for the Proposed Share Buy-Back. Further, if the Proposed Share Buy-Back is financed via bank borrowings, the cash flow of the Company may be affected as the Company would have to service interest obligations.

The Proposed Share Buy-Back, however, is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be exercised only after in-depth consideration of the financial resources of AIM, which need to be balanced against investment opportunities and other proposals that can enhance the value to its shareholders. The Board will be mindful of the interests of the Company and its shareholders in exercising any decision on the Proposed Share Buy-Back.

9. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The financial effects of the Proposed Share Buy-Back on the share capital, NA, earnings, working capital, dividends and shareholdings of Directors and Substantial Shareholders of the Company or the Group are set out below:-

9.1 Share Capital

The effect of the Proposed Share Buy-Back on the issued share capital of the Company will depend on whether the Purchased AIM Shares are cancelled or retained as treasury shares. The Proposed Share Buy-Back will result in a reduction of the issued share capital of the Company if the Purchased AIM Shares are cancelled.

Based on the Company's issued share capital as at LPD, the effect of the Proposed Share Buy-Back, assuming that the Purchased AIM Shares will be cancelled are as follows:-

	<u>No. of Shares</u>
Total number of issued shares of AIM as at LPD	97,554,209
<i>Less:</i>	
<i>Assuming all the Purchased Shares pursuant to the Proposed Share Buy-Back are cancelled</i>	<i>(9,755,420)</i>
Number of issued shares upon completion of the Proposed Share Buy-Back	87,798,789

However, the Proposed Share Buy-Back will have no effect on the issued share capital of the Company, if all the Purchased AIM Shares are to be retained as treasury shares, resold or distributed as dividend to the shareholders. Nevertheless, certain rights attached to the Purchased Shares are suspended while they are held as treasury shares.

9.2 Net Assets

The effect of the Proposed Share Buy-Back on NA of AIM Group is dependent on the number of Purchased Shares, the purchase price(s) of AIM Shares, the effective cost of funding and the treatment of the shares purchased.

When the Company purchases its own Shares, regardless of whether they are retained as treasury shares or subsequently cancelled, the NA per share will decrease if the cost per share purchased is more than the NA per share at the time of purchase. However, if the cost per share purchased is less than the NA per share at the time of purchase, the NA per share will increase.

In the case where the Purchased AIM Shares treated as treasury shares and subsequently resold on the stock market of Bursa Securities, the NA per share upon resale will increase if the Company realises a capital gain from the resale and vice versa. If the treasury shares are distributed as share dividends, the NA of AIM Group will decrease by the cost of the treasury shares at the time of purchase.

9.3 Earnings

The effects of the Proposed Share Buy-Back on the earnings of AIM Group are dependent on the number and the purchase price(s) of the AIM Shares purchased, the effective funding cost to finance such purchases and/or loss in interest income if internally generated funds are utilised.

Further, if the Purchased Shares are retained as treasury shares or cancelled subsequently, the number of shares being taken into account for the purpose of EPS computation will be reduced and this may improve the consolidated EPS of the Group.

9.4 Working Capital

The Proposed Share Buy-Back, as and when implemented, will result in an outflow of cash and thereby reduce the working capital and cash flow of AIM Group to the quantum, which will depend on amongst others, the purchase price(s) of AIM Shares and the number of AIM Shares purchased.

Nevertheless, the Company may restore its financial resources by reselling the Purchased AIM Shares that are held as treasury shares at a higher selling price than the initial purchase price. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

9.5 Dividends

Barring unforeseen circumstances, the Proposed Share Buy-Back is not expected to have any impact on the policy of the Board in recommending dividends, if any, to shareholders of AIM. However, any future dividend to be declared and paid will depend on, amongst others, the actual results and profit of AIM Group, its cash reserves, cash flow, capital commitment and future funding requirements.

The Board may have the option to distribute future dividends in the form of treasury shares purchased pursuant to the Proposed Share Buy-Back.

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9.6 Shareholdings of Directors and Major/Substantial Shareholders

Based on the Register of Directors' Shareholdings and Register of Substantial Shareholders of AIM as at LPD and assuming that the Proposed Share Buy-Back is implemented up to the maximum of ten per centum (10%) of the total number of issued shares of the Company and that the Purchased Shares are from the shareholders other than the Directors and Major/Substantial Shareholders of AIM, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and Major/Substantial Shareholders of AIM are set out below:-

(a) Directors of AIM

Directors	As at LPD				After the Proposed Share Buy-Back ⁽¹⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Ir. Lim Siang Chai	-	-	-	-	-	-	-	-
Mak Siew Wei	23,914,472	24.51	-	-	23,914,472	27.24	-	-
Mejar Dato' Ismail Bin Ahmad	-	-	-	-	-	-	-	-
Choong Mun Kit	10,000	0.01	-	-	10,000	0.01	-	-
Kang Teik Yih	-	-	-	-	-	-	-	-
Ong Poh Lin Abdullah	-	-	-	-	-	-	-	-

Notes:-

⁽¹⁾ Assuming the Proposed Share Buy-Back is implemented in full, i.e. up to 10% of the total number of issued shares of the Company (9,755,420 Shares) are held as treasury shares and that the Directors' shareholding in AIM remain unchanged.

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(b) Major/Substantial Shareholders of AIM

Major/Substantial Shareholders	As at LPD				After the Proposed Share Buy-Back ⁽¹⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
CG Assets Pte Ltd	15,792,940	16.19	-	-	15,792,940	17.99	-	-
Ngai Yoon Fatt ⁽²⁾	-	-	15,792,940 ⁽²⁾	16.19	-	-	15,792,940 ⁽²⁾	17.99
Ang Huat Keat ⁽²⁾	-	-	15,792,940 ⁽²⁾	16.19	-	-	15,792,940 ⁽²⁾	17.99
Mak Siew Wei	23,914,472	24.51	-	-	23,914,472	27.24	-	-
Chong Loong Men	7,632,396	7.82	-	-	7,632,396	8.69	-	-
H'ng Bok Chuan	8,868,333	9.09	-	-	8,868,333	10.10	-	-

Notes:-

⁽¹⁾ Assuming the Proposed Share Buy-Back is implemented in full, i.e. up to 10% of the total number of issued shares of the Company (9,755,420 Shares) are held as treasury shares and that the Substantial Shareholders' shareholding in AIM remain unchanged.

⁽²⁾ Deemed interest by virtue of Section 8(4) of the Act through his shareholding in CG Assets Pte Ltd.

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10. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of the Company was 42.37%. Pursuant to Rule 12.14 of the ACELR, AIM will only undertake the Proposed Share Buy-Back in accordance with the prevailing laws at the time of the purchase to the extent that at least 25% of the total number of issued share of AIM is held in the hands of public shareholders at all times, in compliance with 25% public shareholding spread as required under Rule 8.02(1) of the ACELR.

The Board is mindful of the abovesaid requirement and will ensure that the Company complies with the public shareholding spread requirements by refraining from buying back the Company's own shares if the purchase would result in the public shareholding spread falling below 25% of its total number of issued shares.

11. IMPLICATIONS OF THE CODE

If any one of the Directors, Major/Substantial Shareholders and/or their respective parties acting in concert with them, as a result of the Proposed Share Buy-Back:-

- (a) obtains control in the Company (which is the holding of, or entitlement to exercise or control the exercise of, more than 33% of the voting shares or voting rights of the Company); or
- (b) increases his/their existing shareholdings of the Company (which is more than 33% but not more than 50% of the voting shares or voting rights of the Company) by more than 2% in any six (6) months period,

the affected Director, Major/Substantial Shareholder and/or parties acting in concert with them ("Affected Person(s)") would be obliged to undertake a mandatory offer for the remainder AIM Shares not already owned by them pursuant to the Code. However, a waiver to undertake a mandatory offer may be granted by the SC under Paragraph 24 of Practice Note 9 of the Code upon application by the Affected Person(s) before triggering the mandatory offer and subject to the affected Director, Major/Substantial Shareholder and/or parties acting in concert with them complying with certain conditions.

The Board is aware of the implications of the Code and will be mindful of such implications when making any purchase of AIM Shares pursuant to the Proposed Share Buy-Back.

However, in the event an obligation to undertake a mandatory offer is expected to arise with respect to any party or parties resulting from the Proposed Share Buy-Back, which is an action outside its direct participation, the relevant parties will make necessary application to the SC for an exemption from undertaking a mandatory offer pursuant to the Code prior to any buy-back of the Shares.

12. PURCHASE OF AIM SHARES, RESALE, TRANSFER AND/OR CANCELLATION OF TREASURY SHARES IN THE PRECEDING TWELVE (12) MONTHS

There were no purchases of AIM shares, resale nor transfer and/or cancellation of treasury shares of the Company made by AIM in the previous twelve (12) months preceding the date of this Statement. The Company does not hold any treasury shares as at the date of this Statement.

13. HISTORICAL MARKET PRICE OF THE COMPANY'S SHARE

The monthly highest and lowest prices of AIM Shares as traded on the stock market of Bursa Securities for the preceding twelve (12) months from March 2022 up to February 2023 are as follows:-

Month	Highest (RM)	Lowest (RM)
2022:		
March	0.130	0.095
April	0.180	0.100
May	0.150	0.105
June	0.115	0.085
July	0.100	0.085
August	0.120	0.085
September	0.095	0.075
October	0.095	0.070
November	0.175	0.075
December	0.110	0.075

Month	Highest (RM)	Lowest (RM)
2023:		
January	0.085	0.070
February	0.105	0.075

The last transacted market price of AIM Shares on 31 March 2023, being the LPD before printing this Statement was RM0.220 per share.

(Source: <https://finance.yahoo.com/>)

14. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Mandate is subject to the approval of the shareholders of AIM at the forthcoming 19th AGM of the Company.

15. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Renewal of Share Buy-Back Mandate stated above, is of the opinion that the Proposed Renewal of Share Buy-Back Mandate is fair, reasonable and in the best interest of the Company and accordingly, recommend that the shareholders of AIM vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the Company's forthcoming 19th AGM.

16. 19TH AGM

The ordinary resolution in respect of the Proposed Renewal of Share Buy-Back Mandate as set out in the Notice of 19th AGM contained in the Annual Report 2022 of the Company will be tabled at the forthcoming 19th AGM of AIM. The Statement is also available at www.aim-net.com.my together with the Annual Report 2022, Notice of the 19th AGM, Proxy Form and the Administrative Guide of the Company.

The 19th AGM of AIM will be conducted on virtual basis through live streaming from the Broadcast Venue on Wednesday, 21 June 2023 at 11:00 a.m. or any adjournment thereof, using Remote Participation and Voting ("RPV") facilities operated by Mlabs Research Sdn Bhd via <https://rebrand.ly/AIM-AGM>.

Shareholders **WILL NOT BE ALLOWED** to attend this 19th AGM in person at the Broadcast Venue on the day of the meeting.

Please read the Notes in the Notice of 19th AGM carefully and follow the procedures in the Administrative Guide for the 19th AGM in order to participate remotely via RPV.

If you are unable to participate and vote in person at the 19th AGM, you may appoint a proxy(ies) by completing, sign and deposit the Proxy Form enclosed in the Annual Report 2022 in accordance with the instructions therein at the Company's Poll Administrator office at Aldpro Corporate Services Sdn Bhd of B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur in not later than forty-eight (48) hours before the date and time set for holding the 19th AGM or any adjournment thereof.

The lodgement of the Proxy Form will not preclude you from participating and voting in person at the 19th AGM should you subsequently wish to do so and, in such event, your Proxy Form shall be deemed to have been revoked.

17. FURTHER INFORMATION

Shareholders are advised to refer to the Appendices in this Statement for further information.

Yours faithfully

For and on behalf of the Board

ADVANCE INFORMATION MARKETING BERHAD

DATO' IR. LIM SIANG CHAI

Non-Independent Non-Executive Chairman

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APPENDIX I – ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The contents of this Statement has been seen and approved by the Directors of AIM and they collectively and individually accept full responsibility for the accuracy of the information given in this Statement and confirm that, after having made 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 herein misleading.

2. MATERIAL LITIGATION

Saved as disclosed in Note 35 to the Audited Financial Statements of the Annual Report 2022 of AIM, neither the Company nor any of its subsidiary companies are engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Directors are not aware of any material proceedings, claims or arbitration pending or threatened, against the AIM Group or of any facts likely to give rise to any proceedings, claims or arbitration which might materially affect the position or business of the AIM Group.

3. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into the ordinary course of business) which have been entered into by AIM and its subsidiary companies within the two (2) years immediately preceding the date of this Statement.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by members of the Company at the Registered Office of the Company at A3-3-8 Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan during normal business hours from Mondays to Fridays (excluding Public Holidays) following the publication date of this Statement up to and including the date of the forthcoming 19th AGM:

- (a) the Constitution of AIM; and
- (b) the audited consolidated financial statements of AIM for the past two (2) financial years ended 31 December 2021 and 31 December 2022.

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**APPENDIX II – EXTRACT OF THE ORDINARY RESOLUTION TO BE TABLED AT THE 19TH AGM OF AIM
IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE**

Ordinary Resolution II

Proposed Renewal of Shareholders' Mandate for the Authority to the Company to Purchase Its Own Shares up to Ten Per Centum (10%) of the Total Number of Issued Shares ("Proposed Renewal of Share Buy-Back Mandate")

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this Ordinary Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed, at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- (i) To cancel all or part of the Purchased Shares;
- (ii) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- (iv) To resell all or part of the treasury shares;
- (v) To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) To transfer all or part of the treasury shares as purchase consideration;
- (vii) To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- (viii) To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

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