

THIS CIRCULAR IS IMPORTANT AND REQUIRES SHAREHOLDERS' IMMEDIATE ATTENTION.

If shareholders are in any doubt as to the course of action to be taken, they should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the contents of this Circular prior to its issuance as it is prescribed as an exempted document pursuant to the provisions of Practice Note No. 18 of the Bursa Securities Main Market Listing Requirements.

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



VELOCITY CAPITAL PARTNER BERHAD
(FORMERLY KNOWN AS CSH ALLIANCE BERHAD)
(Registration No. 200001002113 (504718-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

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

The Twenty-Fourth Annual General Meeting (“**24th AGM**”) of Velocity will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 3 December 2024 at 10:00 a.m., or any adjournment thereof. The Notice of the 24th AGM, together with the Form of Proxy, are set out in the Notification to Shareholders and the Company’s 2024 Annual Report, which is available to be downloaded from the Company’s website at www.velocitymy.com

Shareholders who are not able to attend and vote at the 24th AGM are entitled to appoint proxy/proxies to attend and vote on their behalf by completing the Form of Proxy and depositing it at the office of the Company’s Share Registrar, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or via electronic means through email to **mega-shareg@megacorp.com.my** or via facsimile at 03-2732 5388 not less than 48 hours before the time fixed for the 24th AGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 24th AGM if you subsequently wish to do so.

Last date and time for lodging the Form of : Sunday, 1 December 2024 at 10:00 a.m.

Proxy

Date and time of the 24th AGM : Tuesday, 3 December 2024 at 10:00 a.m.

This Circular is dated 30 October 2024

DEFINITIONS

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

COMPANIES:

“AEV”	:	Alliance EV Sdn Bhd, a wholly-owned subsidiary of Velocity
“BBS”	:	Bio Beacon Supply Sdn Bhd
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“ChipSengHeng”	:	ChipSeng Heng Holdings Sdn Bhd
“ChipSengHeng Enterprise”	:	ChipSeng Heng Enterprise Sdn Bhd
“Cipta X”	:	Cipta X Sdn Bhd (formerly known as CSH Solutions Sdn Bhd), a wholly-owned subsidiary of the Company
“GPB”	:	Green Packet Berhad
“HSCB”	:	Hong Seng Consolidated Berhad
“HSF”	:	Hong Seng Frontier Sdn Bhd, a wholly-owned subsidiary of the Company
“HSGV”	:	HS Green Valley Sdn Bhd
“II”	:	Instant Initiative Sdn Bhd
“LCE”	:	Line Clear Express Sdn Bhd (formerly known as Line Clear Express & Logistics Sdn Bhd)
“MMAG Holdings”	:	MMAG Holdings Berhad
“MOV”	:	MMAG Omni Ventures Sdn Bhd (formerly known as Line Clear Ventures Holdings Sdn Bhd)
“OCIB”	:	Oasis Capital Investment Bank Ltd., a wholly-owned subsidiary of Velocity
“Omnipack”	:	Omnipack Sdn Bhd
“VCSB”	:	Velocity Capital Sdn Bhd (formerly known as CSH Network Capital Sdn Bhd), a wholly-owned subsidiary of Velocity
“Velocity” or “Company”	:	Velocity Capital Partner Berhad (formerly known as CSH Alliance Berhad)
“Velocity Group” or “Group”	:	The Company and its subsidiaries, collectively, (including all future subsidiaries which are acquired/incorporated by Velocity before the next AGM of the Company) as defined in the Act
“VWSB”	:	Velocity Wealth SWH Sdn Bhd (formerly known as Smart Wisdom Holdings Sdn Bhd), a wholly-owned subsidiary of Velocity

GENERAL:

“Act”	:	Companies Act 2016
“AGM”	:	Annual General Meeting of the Company

DEFINITIONS (CONT'D)

- “Board” : Board of Directors of the Company
- “Circular” : This circular to shareholders dated 30 October 2024
- “Director” : A natural person who holds a directorship in the Company, whether in an executive or non-executive capacity and shall have the meaning given in Section 2(1) of Act and Section 2(1) of the Capital Markets and Services Act 2007
- It includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Director or a chief executive of the Company, its subsidiary or holding company
- “Interested Related Party” : A related party with any interest, direct or indirect
- “Listing Requirements” : Main Market Listing Requirements of Bursa Securities
- “LPD” : Latest practicable date prior to printing of this Circular dated 22 October 2024
- “Major Shareholder(s)” : As defined in the Listing Requirements, and means a person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares, is:
- (i) 10% or more of the total number of voting shares in the Company; or
 - (ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.
- For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act, and 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 subsidiary or holding company
- “Person(s) Connected” : Shall have the same meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements
- “Proposed Renewal of Existing Shareholders’ Mandate” : Proposed renewal of existing shareholders’ mandate for RRPTs to be entered into by Velocity Group from the date of the 24th AGM until the next AGM as set out in Section 2.2 of this Circular
- “Recurrent Related Party Transactions” or “RRPTs” : Related Party Transactions which are recurrent, of a revenue or trading nature, which are necessary for the day-to-day operations of Velocity Group and are entered into by Velocity Group in its ordinary course of business involving the direct and/or indirect interests of Related Party(ies)
- “Related Corporation” : As defined in the Listing Requirements, a corporation which is:
- (i) the holding company of another corporation;
 - (ii) a subsidiary of another corporation;
 - (iii) or a subsidiary of the holding company of another corporation

DEFINITIONS (CONT'D)

“Related Party(ies)”	:	As defined in the Listing Requirements, a Director, Major Shareholder, or Person Connected with such Director or Major Shareholder
“Related Party Transactions” or “RPTs”	:	Transactions entered into by the Company or its subsidiaries which involve the interest, direct or indirect, of Related Party(ies)
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“Velocity Shares” or “Shares”	:	Ordinary shares in Velocity

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 the 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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VELOCITY CAPITAL PARTNER BERHAD
(FORMERLY KNOWN AS CSH ALLIANCE BERHAD)
(Registration No. 200001002113 (504718-U))
(Incorporated in Malaysia)

Registered Office:

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan

30 October 2024

Board of Directors

Azman Bin Mat Ali (*Independent Non-Executive Chairman*)
Tan Yip Jiun (*Executive Director*)
Lim Peng Tong (*Executive Director*)
See Toh Kean Yaw (*Executive Director*)
Krishnan A/L Dorairaju (*Independent Non-Executive Director*)
Dato' Chong Mun Phing (*Independent Non-Executive Director*)
Dato' Kang Chez Chiang (*Independent Non-Executive Director*)

To: Shareholders of Velocity

Dear Shareholders,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

1. INTRODUCTION

The Board had on 22 October 2024 announced that the Company proposed to seek shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 24th AGM.

The purpose of this Circular is to provide the shareholders of Velocity with the details of the Proposed Renewal of Existing Shareholders' Mandate and to seek shareholders' approval in respect of the Ordinary Resolutions pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 24th AGM of the Company, or any adjournment thereof. The Notice of the 24th AGM is set out in the Notification to Shareholders and the Company's 2024 Annual Report, which is available to be downloaded from the Company's website at <https://www.velocitymy.com>.

ACCORDINGLY, SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AT THE FORTHCOMING 24TH AGM TO BE CONVENED.

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2. DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

2.1 Background

Paragraph 10.09(2) of the Listing Requirements allows a listed issuer to seek its shareholders' mandate in respect of RRPT subject to, inter-alia, the following:

- (i) 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;
- (ii) the shareholder mandate is subject to annual renewal, and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under paragraph 10.09(1) of the Listing Requirements;
- (iii) the issuance of a circular to shareholders by the listed issuer, which includes the information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholder mandate, the interested director, interested major shareholder, or interested person connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution to approve the RRPT. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution to seek the shareholders' mandate; and
- (v) 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.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are as follows:

Name of Direct Subsidiary	Place of Incorporation	Effective equity interest	Principal activities
AEV	Malaysia	100%	Sale and distribution of motor vehicles and electrical vehicles and providing related after-sales services as well as sales and trading of related spare parts and any other related businesses
Asian Earthenware Sdn Bhd	Malaysia	100%	Manufacture other porcelain and ceramic products
Asian Porcelain Sdn Bhd	Malaysia	100%	Manufacture other porcelain and ceramic products
Asian Pottery (Penang) Sdn Bhd	Malaysia	100%	Marketing of pottery and porcelain products, ceramic wares, and ornaments
Asian Pottery Home & Garden Sdn Bhd	Malaysia	100%	Retail, trading, and wholesale of all kinds of clay products such as pottery, ceramics, and porcelain products

Name of Direct Subsidiary	Place of Incorporation	Effective equity interest	Principal activities
Asian Pottery Manufacturers Sdn Bhd	Malaysia	100%	Manufacture other porcelain and ceramic products
Asiarise Holdings Sdn Bhd	Malaysia	100%	Retail, trading, and wholesale of all kinds of clay products and landscaping services
Cipta X	Malaysia	85%	Providing information technology (“IT”) solutions and other IT-related services
CSH Priority Sdn Bhd	Malaysia	100%	Providing hire purchase financing
HSF	Malaysia	100%	Investment holding
KTG Marine (M) Sdn Bhd	Malaysia	100%	Marine construction and coastal reclamation works
Line Haul Sdn Bhd	Malaysia	100%	Transportation and logistics services
Metro Craft Sdn Bhd (Held by Asian Pottery Manufacturers Sdn Bhd)	Malaysia	100%	Investment holding
Million Rich Development Sdn Bhd	Malaysia	100%	Property development and other related services
OCIB	Malaysia	100%	Labuan investment banking business
Oriwina Sdn Bhd	Malaysia	100%	Manufacturing and trading of ceramic wares
Profit Sunland Sdn Bhd	Malaysia	100%	Property construction and related businesses
Sunmark Point Sdn Bhd	Malaysia	100%	Investment holding and property investment activities
Titanium Hallmark Sdn Bhd	Malaysia	100%	Property development and other related services
VCSB	Malaysia	100%	Moneylending business
Velocity Direct Sdn Bhd (formerly known as Smart Wisdom Sdn Bhd) (Held by VWSB)	Malaysia	100%	Moneylending business
Velocity PE Sdn Bhd	Malaysia	100%	Investment holding
VWSB (Held by VCSB)	Malaysia	100%	Investment holding

It is anticipated that the Velocity Group would, in the ordinary course of its business, enter into RRPTs, which are necessary for the day-to-day operations with the class of Related Parties, which is disclosed in **Section 2.2** of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In the interest of time and in view of the frequent nature of such RRPTs, the Board is seeking for the shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate, which would allow Velocity to enter into the RRPTs with the classes of Related Parties as set out in **Section 2.2** of this Circular, provided that such transactions are necessary for its day-to-day operations, in the ordinary course of its business and are carried out on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Proposed Renewal of Existing Shareholders' Mandate is subject to annual renewal and will take effect from the date the Ordinary Resolutions are passed by the shareholders at the forthcoming 24th AGM to be convened and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time it will lapse unless, by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is 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 resolution passed by the shareholders in a general meeting before the next AGM,

whichever is the earlier.

If the Board decides that the Proposed Renewal of Existing Shareholders' Mandate sought herein is desirable, shareholders' approval for the renewal of such will be sought at each subsequent AGM of the Company.

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2.2 Class of Related Parties

Proposed Renewal of Existing Shareholders' Mandate

The details of the RRPTs, including the classes of Related Parties with whom the RRPTs have been and will be carried out, and the nature of such transactions contemplated, would be as below:

Transacting Parties	Interested Related Parties	Nature of Transactions	Mandate value obtained from shareholders at the AGM held on 30.11.2023		Actual value transacted from 30.11.2023 to LPD		Estimated value (during the Proposed Renewal of Existing Shareholders' Mandate Period) [@]	
			Receivable by Velocity Group (RM'000)	Payable by Velocity Group (RM'000)	Receivable by Velocity Group (RM'000)	Payable by Velocity Group (RM'000)	Receivable by Velocity Group (RM'000)	Payable by Velocity Group (RM'000)
ChipSengHeng Enterprise and Velocity Group	Tan Yip Jiun and ChipSengHeng	Renting of trucks	-	7,000	-	2,225	-	7,000
		Provision of haulage and transportation services as well as other related logistics services	-	10,000	-	-	-	10,000
		Purchase of trucks (Prime mover/Rigid) to provide haulage and hub-to-hub delivery services by transporting customers' goods between hubs	-	9,000	-	-	-	9,000

Notes:

[@] *The Proposed Renewal of Existing Shareholders' Mandate period shall be from the date of the 24th AGM to the next AGM of the Company in the year 2025. The estimated values as set up above are based on Management estimates, and the value of the transactions may vary and be subject to changes.*

Nature of relationships:

(i) *Tan Yip Jiun, being an Executive Director and a Major Shareholder of the Company via his indirect shareholdings in the Company through ChipSengHeng (a major shareholder of the Company), is also a Director and Major Shareholder of ChipSengHeng Enterprise.*

2.3 Rationale

The RRPTs to be entered into by the Group are all in the ordinary course of business and would contribute to the generation of revenue for Velocity Group.

They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. Some of these RRPTs may be time-sensitive, and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such RRPTs.

The Proposed Renewal of Existing Shareholders' Mandate and the renewal thereof, on an annual basis, would eliminate the need to announce and/or to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPTs value is equal to or exceeds the percentage ratio (as prescribed in Chapter 10 of the Listing Requirements). This would substantially reduce administrative time, inconvenience, and expenses associated with convening such meetings on an ad-hoc basis and allow manpower resources and time to be channelled towards attaining other corporate objectives.

2.4 Methods or procedures of determining the terms of RRPTs

The Company has implemented the review and disclosure procedures for the RRPTs to ensure that the RRPTs are conducted on arm's length basis and undertaken on transaction prices and are based on normal commercial terms consistent with the Company's usual business practices and are on terms that 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.

To monitor the RRPTs, the following review and disclosure procedures have been implemented:

- (i) All companies within the Group are informed of the review procedures applicable to RRPTs;
- (ii) Management of Velocity will ensure that the RRPTs will only be entered into after taking into account the pricing, expertise, and other related factors. The transaction prices will be determined by market forces, similar to those prices for transactions with the unrelated third party, and references will be made to surveys and/or valuations to be undertaken to gather information on market prices;
- (iii) There is no specific threshold for the approval of RRPTs. All RRPTs are reviewed and approved by authorised personnel, i.e., the Board and members of the Audit Committee, who has no interest in the transaction;
- (iv) At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as a comparison, wherever practicable and/or possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, Management shall review the transaction price based on their usual business practice to ensure that the RRPTs are not detrimental to the Company or the Group;
- (v) A register will be maintained by the Company to record all RRPTs and will be made available to the Audit Committee for its quarterly review;
- (vi) The Audit Committee will undertake a periodic review of the RRPTs to ensure that such transactions are undertaken at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority

shareholders of the Company. In its review and approval of such transactions, the Audit Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources or professionals;

- (vii) All RPTs in excess of RM500,000 to be entered by the Group shall be subject to the review and approval of the Audit Committee or the Board before the transactions are carried out;
- (viii) All RPTs of RM500,000 and below shall be approved by an Executive Director of the Company provided that the Executive Director is not an interested party to the transaction and table to the Audit Committee every quarter for information. For RPTs where all Executive Directors are interested parties, such RPTs shall be approved by the Board (with all interested parties abstaining from voting);
- (ix) Velocity will make disclosures in its annual report of the breakdown of an aggregate value of transactions made pursuant to the shareholders' mandate during the financial year and for the subsequent financial years in which the mandate remains in force based on the type of RRPTs made and the nature of relationship of the Related Parties and the Group; and
- (x) In the case of RRPTs, where any of the Directors has a direct or indirect interest, he shall abstain from all deliberations and voting in respect of the said transaction. In addition, where any member of the Audit Committee is interested in any transaction, that member shall abstain from voting in any matter relating to any decision to be taken by the Audit Committee with respect to such transaction.

2.5 Amount due and owing by the Related Parties

There is no amount due and owing to the Velocity Group by the Related Parties pursuant to the RRPTs, which has exceeded the credit term as at the LPD.

2.6 Conditions and disclosure of the Proposed Renewal of Existing Shareholders' Mandate

The Proposed Renewal of Existing Shareholders' Mandate is subject to annual renewal and shall only continue to be in force until the next AGM of the Company at which the Proposed Renewal of Existing Shareholders' Mandate will be tabled annually or revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever shall first occur. The breakdown of the aggregate value of the RRPTs entered into pursuant to the Proposed Renewal of Existing Shareholders' Mandate will be disclosed in the annual report of the Company based on the type of the RRPTs, and the name of the Related Parties involved in each type of the RRPTs entered into and their relationship with the Company.

In addition, pursuant to Paragraph 2.5 of Practice Note No. 12 of the Listing Requirements, if the actual value of the RRPTs entered into by Velocity Group exceeds the estimated value of RRPTs disclosed in the circular by 10% or more, Velocity would make an immediate announcement to Bursa Securities.

2.7 Statement by the Audit Committee

The Audit Committee of Velocity has reviewed the procedures as mentioned in **Section 2.4** of this Circular and is of the view that the existing guidelines and procedures for the RRPTs are sufficient to ensure that such transactions will be carried out at arm's length, on normal commercial terms, which are not prejudicial to the interests of minority shareholders of the Company, on terms no more favourable to the Related Parties than those generally available to the public and on terms not to the detriment of minority shareholders.

In addition, the Audit Committee is of the opinion that Velocity Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The Audit Committee reviews the RRPTs' procedures and processes periodically.

2.8 Interests of the Directors, Major Shareholders, and/or Persons Connected to Them

Save as disclosed in this Circular and below, none of the other Directors or Major Shareholders of Velocity and/or Persons Connected to them has any interest, direct or indirect, in the Proposed Renewal of Existing Shareholders' Mandate:

Interested Directors/Major Shareholders/Persons Connected to Interested Directors and/or Major Shareholders	Shareholdings as at LPD			
	Direct		Indirect	
	No. of Shares	Percentage of shareholdings (%)	No. of Shares	Percentage of shareholdings (%)
<u>Interested Director[#]</u>				
- Tan Yip Jiun	-	-	168,174,000 ⁽¹⁾	12.17
<u>Interested Major Shareholders^{##}</u>				
- ChipSengHeng	168,174,000	12.17	-	-
- Tan Yip Jiun	-	-	168,174,000 ⁽¹⁾	12.17
<u>Person Connected to Interested Director and/or Major Shareholders</u>				
- ChipSengHeng Enterprise ⁽²⁾	-	-	-	-

Notes:

[#] Shareholding as per the Register of Directors' Shareholdings as at LPD.

^{##} Shareholding as per the Register of Substantial Shareholders' Shareholdings as at LPD.

(1) Deemed interested by virtue of his interests in ChipSengHeng pursuant to Section 8 of the Act.

(2) Tan Yip Jiun is the Director and Major Shareholder of ChipSengHeng Enterprise. As such, ChipSengHeng Enterprise is regarded as person connected to Tan Yip Jiun.

Mr. Tan Yip Jiun, being the interested Director, has abstained and/or will continue to abstain from all Board deliberation and voting on the resolutions pertaining to the Proposed Renewal of Existing Shareholders' Mandate for the RRPTs entered into between ChipSengHeng Enterprise and Velocity Group at the forthcoming 24th AGM or at any adjournment thereof.

The abovementioned interested Director, Major Shareholders, and/or Person Connected to them have abstained and will continue to abstain from deliberation and voting on the resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate for the RRPTs entered into between ChipSengHeng Enterprise and Velocity Group at the forthcoming 24th GM or at any adjournment thereof.

The abovementioned interested Director and Major Shareholders have undertaken to ensure that the Person Connected to them will abstain from voting regarding their direct and/or indirect shareholdings on the resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate for the RRPTs entered into between ChipSengHeng Enterprise and Velocity Group at the forthcoming 24th AGM or at any adjournment thereof.

3. EFFECTS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

The Proposed Renewal of Existing Shareholders' Mandate will have no effect on the issued share capital and substantial shareholders' shareholdings of the Company and is not expected to have any material impact on the gearing of the Group.

The Proposed Renewal of Existing Shareholders' Mandate is expected to contribute positively to the Group's future earnings and net assets as and when the benefits of the RRPTs are realised.

4. APPROVAL REQUIRED

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of the shareholders of Velocity at the forthcoming 24th AGM to be convened.

5. RECOMMENDATION AND BASIS OF RECOMMENDATION

The Board (save for the interested Directors), having considered all aspects of the Proposed Renewal of Existing Shareholders' Mandate, is of the opinion that the Proposed Renewal of Existing Shareholders' Mandate is in the best interests of Velocity Group.

Accordingly, the Board (save for the interested Directors) recommends that shareholders vote **in favour** of the ordinary resolutions pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 24th AGM.

6. 24th AGM

The 24th AGM, the notice of which is set out in the Notification to Shareholders and the Company's 2024 Annual Report, which is available to be downloaded from the Company's website at www.velocitymy.com will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 3 December 2024 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution, set out as Special Business in the Notice of the 24th AGM, to give effect to the Proposed Renewal of Existing Shareholders' Mandate.

Shareholders who are not able to attend and vote at the 24th AGM are entitled to appoint up to two (2) proxies to attend and vote on their behalf by completing the Form of Proxy and depositing it at the office of the Company's Share Registrar, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or via electronic means through email to mega-sharereg@megacorp.com.my or via facsimile at 03-2732 5388 not less than 48 hours before the time fixed for the 24th AGM or at any adjournment thereof.

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

7. FURTHER INFORMATION

The shareholders of Velocity are advised to refer to **Appendix I** set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
VELOCITY CAPITAL PARTNER BERHAD
(FORMERLY KNOWN AS CSH ALLIANCE BERHAD)

KRISHNAN A/L DORAIRAJU
INDEPENDENT NON-EXECUTIVE DIRECTOR
CHAIRMAN OF THE AUDIT COMMITTEE

Appendix I

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

As at the LPD, the Group has not entered into any material contracts (not being contracts entered into in the Group's ordinary course of business) during the two (2) years immediately preceding the date of this Circular, except for the following:

- (i) On 20 October 2022, Cipta X entered into Subscription Agreements with the Company and GPB of which 750,000 ordinary shares were subscribed by the Company and the remaining 150,000 ordinary shares were subscribed by GPB. The consideration for the shares issued amounted to RM27,900,000 was satisfied by way of capitalising the amount due to the Company of RM19,900,000 and cash consideration of RM8,000,000 from GPB respectively. The partial subscription to Cipta X shares has resulted in a dilution of the Company's equity interest in Cipta X from 100% to 85%;
- (ii) On 13 February 2023, the Company entered into a Shares Sale Agreement ("SSA") with HSCB, for the disposal of 5,000,000 ordinary shares in AEV, representing the entire issued share capital in AEV, for a total cash consideration of RM20 million. On 13 April 2023, the Board announced that the Company had entered into a Letter of Termination with HSCB and the parties have mutually agreed to terminate the SSA subject to the terms and conditions of the Letter of Termination;
- (iii) On 30 March 2023, VCSB entered into a Sale and Purchase Agreement ("SPA") with Soon Boon Fei, for the disposal of a freehold land held under title no H.S.(D) 33217 PT 20901 Mukim Cheras, Daerah Ulu Langat, Negeri Selangor measuring approximately 970.805 square meters (10,450 square feet) in an area together with a double-storey bungalow house erected thereon, for a total cash consideration of RM2.9 million. The disposal was completed on 26 June 2023;
- (iv) On 4 April 2023, the Company entered into a SSA with Soon Boon Fei, for the disposal of 100 ordinary shares in BBS, representing the entire issued share capital in BBS, for a total cash consideration of RM100. The disposal was completed on 17 May 2023;
- (v) On 4 April 2023, the Company entered into a SSA with Soon Boon Fei, for the disposal of 1,000,000 ordinary shares in II, representing the entire issued share capital in II, for a total cash consideration of RM875,000. The disposal was completed on 17 May 2023;
- (vi) On 27 June 2023, the Company entered into a SSA with Dato' Seri Teoh Hai Hin, for the acquisition of 250,000 ordinary shares in HSF, representing the entire issued share capital in HSF, for a total cash consideration of RM45.25 million, comprising of RM12,750,000 cash consideration and set-off of amount due from HSF to VCSB amounting to RM32,500,000. The acquisition was completed on 30 June 2023; and
- (vii) On 4 October 2023, the Company entered into a SSA with MOV, for the disposal of 5,400,000 ordinary shares in LCE, representing 5.34% of the equity interest in LCE, for a total cash consideration of RM8.25 million. The disposal was completed on 5 October 2023.
- (viii) On 22 December 2023, VCSB entered into a SSA with GPB, for the acquisition of 2,669,353 ordinary shares in OCIB, representing the entire issued share capital in OCIB, for a total cash consideration of RM11 million. Thereof, the Company had on 29 August 2024 entered into a Novation Agreement with VCSB to novate VCSB's rights, benefits, interests and obligations in and under the SSA to the Company. The acquisition was completed on 30 August 2024.

- (ix) On 30 January 2024, the Company entered into a SSA with Soon Boon Fei, for the disposal of 780,000 ordinary shares in Omnipack, representing 80% of the equity interest in Omnipack, for a total cash consideration of RM0.5 million. The disposal was completed on 2 February 2024.
- (x) On 27 June 2024, the Company entered into a SSA with MMAG Holdings, for the disposal of 850,000 ordinary shares in Cipta X, representing 85% of the entire issued share capital in Cipta X, for a total cash consideration of RM20 million. The disposal has yet to be completed as at the LPD.
- (xi) On 17 July 2024, the Company entered into a SSA with HSGV, for the disposal of 250,000 ordinary shares in HSF, representing the entire issued share capital in HSF, for a total cash consideration of RM45.25 million. The disposal has yet to be completed as at the LPD.
- (xii) On 13 September 2024, the Company entered into a SSA with MOV, for the disposal of 9,000,000 ordinary shares in LCE, representing 8.91% of the equity interest in LCE, for a total cash consideration of RM13.75 million. The disposal was completed on 11 October 2024.

3. MATERIAL LITIGATION, CLAIMS, AND ARBITRATION

As at the LPD, neither the Company nor its subsidiaries are engaged in any material litigation, claims, or arbitration either as plaintiff or defendant, which has a material effect on the financial position of the Company and the Group and the Board confirms that there are no proceedings pending or threatened, or of any facts likely to give rise to any proceedings, which might materially and adversely affect the business or financial position of the Group.

4. MATERIAL COMMITMENT

As at the LPD, the Board confirms that there is no material commitment incurred or known to be incurred by the Company or the Group, which upon becoming enforceable, may have a material impact on the financial position of the Group.

5. CONTINGENT LIABILITIES

The Board has confirmed that as at the LPD, there are no contingent liabilities incurred or known to be incurred by the Group, which upon becoming enforceable, may have a material impact on the financial position of the Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal business hours from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of the forthcoming 24th AGM:

- (i) the Constitution of the Company;
- (ii) the Group's audited financial statements for the past two (2) financial years ended 30 June 2023 and 30 June 2024; and
- (iii) the material contracts referred to in **Section 2** of this Appendix.