

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, bank manager, solicitor, accountant or other professional adviser immediately.

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ES Ceramics Technology Berhad

Registration No. 200301024697 (627117-P)
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS IN RELATION TO
PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE**

The above proposal will be tabled as special business at the Twenty-Third Annual General Meeting ("**23rd AGM**") of ES Ceramics Technology Berhad ("**Company**") to be held at Suite III and IV, Level 2, Mercure Kuala Lumpur Glenmarie, Jalan Kontraktor U1/14, Seksyen U1, 40150 Shah Alam, Selangor. The Notice of the 23rd AGM which sets out the resolution to consider the abovementioned proposal together with the Proxy Form relating thereto are incorporated in the 2026 Annual Report of the Company which is despatched together with this Statement. You are advised to refer to the Notice of the 23rd AGM and the Proxy Form which are enclosed.

If you are unable to attend and vote at the meeting, you may complete the Proxy Form and deposit it at the office of the Company's Share Registrar, Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, deposited in the drop box located at Unit G-1, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. You may also submit the Proxy Form electronically via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com> not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

The last day, date and time for lodging the Proxy Form : Monday, 26 October 2026 at 10.00 a.m.
Day, date and time of the Annual General Meeting : Wednesday, 28 October 2026 at 10.00 a.m.

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DEFINITIONS

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

“Act”	: Companies Act, 2016, as amended from time to time including any re-enactment thereof
“23rd AGM”	: Twenty-Third Annual General Meeting
“Board”	: Board of Directors of ES
“Bursa Securities”	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
“Code”	: Malaysian Code on Take-Overs and Mergers 2010, as amended from time to time including any re-enactment thereof
“EPS”	: Earnings per share
“ES” or “Company”	: ES Ceramics Technology Berhad (200301024697 (627117-P))
“Listing Requirements”	: Bursa Securities ACE Market Listing Requirements, including any amendments thereto that may be made from time to time
“LPD”	: 11 September 2026, being the latest practicable date prior to the printing of this Statement.
“Major Shareholder”	: A person who has an interest or interests in one (1) or more voting shares in ES and the number or aggregate number of those shares, is:- (a) ten percent (10%) or more of the total number of voting shares in ES; or (b) five (5%) or more of the total number of voting shares in ES where such person is the largest shareholder of ES. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act Major shareholder(s) shall include 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 ES, or any other corporation which is its subsidiary or holding company
“NA”	: Net Assets
“Proposed Share Buy-Back Mandate”	: Proposed authority for ES to purchase its own shares of up to ten per centum (10%) of the Company’s total number of issued Shares at any point in time
“Purchased Shares” or “Purchased ES Shares”	: Shares purchased pursuant to the Proposed Share Buy-Back Mandate
“RM” and “Sen”	: Ringgit Malaysia and Sen respectively
“Shares” or “ES Shares”	: Ordinary Shares in ES
“Substantial Shareholder”	: A person who has an interest or interests in one or more voting shares in a company (or any other company which is its subsidiary or holding company or a subsidiary of its holding company) and the number or aggregate number of such shares is not less than five per centum of the total number of all the voting shares included in the company For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act
“Treasury Shares”	: Purchased ES Shares which will be retained in treasury

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporation, unless otherwise specified.

Any reference in this Statement 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 Statement shall be reference to Malaysian time, unless otherwise stated.



ES Ceramics Technology Berhad

Registration No. 200301024697 (627117-P)
(Incorporated in Malaysia)

Registered Office
802, 8th Floor
Block C, Kelana Square
17 Jalan SS 7/26
47301 Petaling Jaya
Selangor Darul Ehsan

29 September 2026

Board of Directors

Datuk Paul Wong Baan Chun, J.P. (*Chairman / Independent Non-Executive Director*)
Mr. Wong Fook Lin (*Executive Director*)
Mr. Tan Boon Sing (*Executive Director*)
Mr. Kong Sau Kian (*Independent Non-Executive Director*)
Ms Ashley Tan San Li (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK MANDATE

1. INTRODUCTION

At the Company's Twenty-Second AGM held on 21 October 2025, the Company had obtained its members' approval for the Company to purchase up to ten per centum (10%) of the total number of issued Shares ("**Share Buy-Back Mandate**"). The Share Buy-Back Mandate shall, in accordance with the Listing Requirements, expire at the conclusion of the 23rd AGM unless a renewal of the mandate is obtained from members.

On 17 September 2026, the Board announced the Company's intention to seek a renewal of its members' authorisation for the Share Buy-Back Mandate at the 23rd AGM.

The Share Buy-Back Mandate shall be effective upon the passing of the ordinary resolution and will remain in effect until the conclusion of the next AGM of the Company, or upon the expiration of the period within which the next AGM is required by law to be held, or if earlier revoked or varied by ordinary resolution of shareholders of the Company in a general meeting, whichever occurs first ("**Validity Period of the Mandate**").

The Proposed Share Buy-Back Mandate does not impose an obligation on ES to purchase its own Shares. The Proposed Share Buy-Back Mandate will however allow your Directors to exercise the power of the Company, after the minimum public shareholding spread is met, to purchase its own Shares at any time within the Validity Period of the Mandate. The actual number of ES Shares to be purchased, the total amount of funds involved for each purchase and the timing of the purchase would depend on market sentiments of the stock market and the amount of retained profits of ES.

The Proposed Share Buy-Back Mandate will be effected through ES's appointed stockbroker.

Further details of the Proposed Share Buy-Back Mandate are set out herein of this Statement.

THE PURPOSE OF THIS STATEMENT IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED SHARE BUY-BACK MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION RELATING TO THE PROPOSED SHARE BUY-BACK MANDATE TO BE TABLED AS SPECIAL BUSINESS AT THE FORTHCOMING 23RD AGM, NOTICE OF WHICH IS SET OUT IN THE 2026 ANNUAL REPORT OF THE COMPANY.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS AND APPENDICES OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK MANDATE.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK MANDATE

2.1 Rationale and Potential Advantages of the Proposed Share Buy-Back Mandate

The Proposed Share Buy-Back Mandate will enable ES to utilise its surplus financial resources, which is not immediately required for other uses, to purchase ES Shares from the market. The share buy-back may stabilise the supply, demand and price of ES Shares in the open market, thereby supporting the fundamental value of the Shares.

Where the Shares bought are retained as Treasury Shares, the Board would have an option to distribute the Treasury Shares as dividends to reward shareholders and/or resell the Treasury Shares at a higher price on Bursa Securities and utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital.

2.2 Maximum Limit

The maximum aggregate number of 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 at any point in time. As at LPD, the total number of issued shares of ES is 707,114,489 Shares. Specifically, the maximum number of Shares which may be purchased by the Company will not be more than 70,711,448 Shares based on its total number of issued Shares as at LPD subject to the extent that the public shareholding spread of the Company shall not fall below 25% of the total number of issued shares of the Company in the hands of public shareholders ("**Public Shareholding Spread**") at all times pursuant to the Proposed Share Buy-Back Mandate as stated in item 2.3 below.

2.3 Public Shareholding Spread

In accordance to Rule 12.14 of the Listing Requirements, the Company may undertake to purchase its own shares pursuant to the Proposed Share Buy-Back Mandate, provided that the Public Shareholding Spread of the Company shall not fall below 25% at all times.

The public shareholding spread of the Company as at LPD is approximately 72.186%.

The Board is mindful of the Public Shareholding Spread requirement and will continue to be mindful of the requirement when making any purchase of Shares of the Company. The Company will ensure that prior to any share buy-back exercise, the Public Shareholding Spread of at least 25% is maintained.

The number of Shares that ES can purchase while maintaining the 25% Public Shareholding Spread is illustrated in Section 3.1 below.

2.4 Funding

The Proposed Share Buy-Back Mandate, if implemented, is expected to be financed by internally generated funds of the ES Group and/or bank borrowings as long as the purchase is backed by an equivalent amount of retained profits of the Company, subject to compliance with the Prevailing Law.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back Mandate will be limited to the amount of retained profits of the Company. Based on the Company's audited financial statements as at 31 May 2026, the Company registered a retained profit of RM42,921,375. Based on the latest management accounts of the Company as at the LPD, the Company has a retained profit of RM43,161,989.

2.5 Treatment of Purchased Shares

Shares that are purchased pursuant to the Proposed Share Buy-Back Mandate may be dealt with by the Directors in the following manner:-

- (a) cancel the Shares so purchased; or
- (b) retain the Shares so purchased as Treasury Shares; or
- (c) retain part of the Shares so purchased as Treasury Shares and/or cancel the remainder of the Shares/Treasury Shares; or
- (d) distribute the Treasury Shares as dividends to shareholders; or
- (e) resell the Treasury Shares or any of the Treasury Shares in accordance with the relevant rules of Bursa Securities; or
- (f) transfer the Treasury Shares or any of the Treasury Shares for the purposes of or under an employees' share scheme; or
- (g) transfer the Treasury Shares or any of the Treasury Shares as purchase consideration; or
- (h) cancel the Treasury Shares or any of the Treasury Shares; or
- (i) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK MANDATE (CONT'D)

2.5 Treatment of Purchased Shares (cont'd)

Pursuant to Section 127(5) of the Act, shares that are purchased by a company unless held in treasury, shall be deemed to be cancelled immediately on purchase. Further, Section 127(8) of the Act provides that the holder of treasury shares shall not confer:-

- (a) the right to attend and vote at meetings and any purported exercise of such rights is void; and
- (b) the right to receive dividends or other distribution, whether cash or otherwise, of the company's assets including any distribution of assets upon winding-up of the Company.

Where the Directors intend to retain the Purchased Shares as Treasury Shares, cancel the Purchased Shares, or both, an appropriate announcement will be made to Bursa Securities as and when the Proposed Share Buy-Back Mandate is exercised. If the Board decides to retain the Purchased Shares as Treasury Shares, it may later deal with the Treasury Shares in the manner described in item 2.5 (c) to (i) above.

In the event ES wishes to purchase its own shares, ES is required to lodge a declaration of solvency to Bursa Securities and release an immediate announcement on the day the purchase is made.

2.6 Purchase Price and Resale or Transfer Price

ES may purchase its own Shares at a price which is not more than fifteen percent (15%) above the weighted average market price for ES Shares for the past five (5) market days immediately preceding the date of purchase. The Company may only resell or transfer Treasury Shares on Bursa Securities at a price which is:-

- (a) not less than the weighted average market price for the Shares for the five (5) market days immediately prior to the resale or transfer; or
- (b) a discounted price of not more than five percent (5%) below the weighted average market price for the Shares for the five (5) market days immediately prior to the resale or transfer provided that:-
 - (i) the resale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of Shares being resold or transferred.

2.7 Risk Assessment and Potential Disadvantage of the Proposed Share Buy-Back Mandate

The Proposed Share Buy-Back Mandate is not expected to have any potential material disadvantages to the Company and its shareholders as any share buy-back exercise will be undertaken only after in-depth consideration of the financial resources of ES and its subsidiaries and of the resultant impact on ES Group. The Directors in exercising any decision on the Proposed Share Buy-Back Mandate will be mindful of the interest of the Company and that of its shareholders.

The Proposed Share Buy-Back Mandate, if implemented, will reduce the financial resources of ES and may result in ES Group foregoing any good investment opportunities that may emerge in the future or, reduce interest income that may derive from depositing the funds in interest bearing instruments. It may also result in a lower amount of cash reserve available for dividends to be declared to shareholders as funds are utilised to pay for the treasury shares.

3. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK MANDATE

On the assumption that the Proposed Share Buy-Back Mandate is carried out in full, the effects of the Proposed Share Buy-Back Mandate on the share capital, NA, working capital, earnings and shareholdings of Directors and Substantial Shareholders of ES are set out below:-

3.1 Share Capital

The Proposed Share Buy-Back Mandate will result in the reduction of the total number of issued Shares if the Shares so purchased are cancelled.

Based on the total number of issued Shares as at the LPD, and assuming that the maximum number of Shares (of up to ten percent (10%) of the total number of issued Shares) authorised under the Proposed Share Buy-Back Mandate are purchased and cancelled, it will result in the total number of issued Shares of our Company being reduced as follows:-

	<u>No. of ES Shares</u>
Existing issued and paid-up share capital as at the LPD	707,114,489
Less:	
Maximum number of Shares which may be purchased and cancelled pursuant to the Proposed Share Buy-Back Mandate	(70,711,448)
Resultant issued and paid-up share capital after cancellation of ES Shares purchased under the Proposed Share Buy-Back Mandate	636,403,041

The Proposed Share Buy-Back Mandate will not affect ES's total number of issued Shares if all the Shares purchased are retained as treasury shares and resold and/or distributed as dividends.

3.2 NA and Working Capital

If the Purchased Shares are kept as Treasury Shares, the NA per Share would decrease unless the cost per share of the Treasury Shares purchased is below the NA per Share at the relevant point in time. This is due to the requirement for Treasury Shares to be carried at cost and be offset against reserves, resulting in a decrease in the NA of the Company.

If the Treasury Shares are resold through Bursa Securities, the NA of ES Group would increase if the Company realises a gain from the resale and vice versa. If the Treasury Shares were distributed as share dividends, the NA of ES Group would decrease by the cost of the Treasury Shares.

The Proposed Share Buy-Back Mandate is likely to reduce the working capital of ES Group, the quantum of which will depend on the actual purchase price and number of Shares that would be purchased pursuant to the Proposed Share Buy-Back Mandate.

3.3 Earnings

On the assumption that the Purchased Shares are treated as Treasury Shares and subsequently resold, the earnings of ES Group may be affected depending on the actual selling price and number of Treasury Shares resold. In the event the Purchased Shares are held as Treasury Shares i.e. neither cancelled nor resold, the effective reduction in the total number of issued Shares of the Company pursuant to the Proposed Share Buy-Back Mandate would generally, all else being equal, increase the consolidated EPS of the Group.

3.4 Gearing

The effect of the Proposed Buy-Back Mandate on the gearing of the Group will depend on the proportion of borrowings utilised to fund any purchase of Shares. At this juncture, the Company has not determined whether to use any form of borrowings for purposes of the Proposed Share Buy-Back Mandate.

3. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK MANDATE (CONT'D)

3.5 Shareholdings of Directors, Substantial Shareholders/Major Shareholders and Person Connected to Directors and Major Shareholders

The effects of the Proposed Share Buy-Back Mandate on the shareholdings of the Directors and existing Substantial Shareholders/Major Shareholders of ES based on the Register of Directors' Shareholdings and Register of Substantial Shareholders' Shareholdings and the shareholdings of the Person Connected to Directors and Major Shareholders of ES as at LPD assuming the Proposed Share Buy-Back Mandate is carried out in full by ES and the Shares so purchased are cancelled, are as follows:-

	As at LPD				After the Proposed Share Buy-back Mandate			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	% ⁽³⁾	No. of Shares	% ⁽³⁾
Directors								
Wong Fook Lin	69,337,975	9.81	-	-	69,337,975	10.90	-	-
Tan Boon Sing	31,453,125	4.45	16,034,375 ⁽¹⁾	2.27	31,453,125	4.94	16,034,375 ⁽¹⁾	2.52
Ashley Tan San Li	32,100,000	4.54	-	-	32,100,000	5.04	-	-
Substantial Shareholders/Major Shareholders								
Lim Ming Jee	47,754,000	6.75	-	-	49,062,500	7.71	-	-
Persons Connected To Directors								
Stella Teo Moi Lin ⁽²⁾	16,034,375	2.27	-	-	16,034,375	2.52	-	-

Notes:-

⁽¹⁾ Deemed interested by virtue of his interests pursuant to Section 59 of the Act.

⁽²⁾ Spouse of Tan Boon Sing.

⁽³⁾ Based on the issued share capital of ES of 707,114,489 ordinary shares as at the LPD, excluding maximum number of shares bought back under the Proposed Share Buy-Back Mandate.

4. IMPLICATION RELATING TO THE CODE

Pursuant to the Code, a person and any persons acting in concert with him will be obliged under Part II of the Code to make a mandatory offer for the remaining ES Shares not already owned by him/them if he and/or persons acting in concert with him hold more than 33% but less than 50% of the voting shares of the Company and has inadvertently increased his/their shareholdings by two percent (2%) or more in any six (6)-month period.

In the event the obligation is triggered due to the share buy-back, the affected substantial shareholder(s) and/or person(s) acting in concert may seek a waiver under Practice Note 9 of the Code, subject to certain conditions as set out in the Practice Note being met since the increase in their shareholding is inadvertent and is a result of action that is outside their direct participation.

In this respect, the Board does not anticipate any implication relating to the Code on ES and its shareholders in the event the Proposed Share Buy-Back Mandate is carried out in full.

5. PURCHASES, RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES DURING THE FINANCIAL YEAR ENDED 31 MAY 2026

There were no purchases, resale of Company's Shares and/or cancellation of its Treasury Shares during the financial year ended 31 May 2026 or prior thereto.

6. HISTORICAL SHARE PRICES

The monthly high and low transacted prices of ES Shares for the past twelve (12) months from September 2025 to August 2026 are as follows:

	High RM	Low RM
2025		
September	0.100	0.090
October	0.120	0.095
November	0.110	0.100
December	0.110	0.100
2026		
January	0.110	0.095
February	0.105	0.095
March	0.100	0.090
April	0.120	0.095
May	0.140	0.115
June	0.125	0.110
July	0.180	0.115
August	0.200	0.165

Last transacted market price on LPD: RM0.180 per ES Share

(Source: Yahoo! Finance)

7. APPROVAL REQUIRED

The Proposed Share Buy-Back Mandate is subject to the approval of the shareholders of ES at the 23rd AGM.

8. DIRECTORS' RECOMMENDATION

ES's Board, having considered all aspects of the Proposed Share Buy-Back Mandate, is in the best interest of the Company and accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Buy-Back Mandate to be tabled at the 23rd AGM.

9. AGM

The Proposed Share-Buy Back Mandate will be tabled at the 23rd AGM of ES to be held at Suite III and IV, Level 2, Mercure Kuala Lumpur Glenmarie, Jalan Kontraktor U1/14, Seksyen U1, 40150 Shah Alam, Selangor on Wednesday, 28 October 2026 at 10.00 a.m. The Notice of the 23rd AGM which sets out the resolution to consider the proposal together with the Proxy Form relating thereto are incorporated in the 2026 Annual Report of the Company despatched together with this Statement.

If you are unable to attend and vote in person at the 23rd AGM, you may complete the Proxy Form attached to the 2026 Annual Report, in accordance with the instructions printed thereon as soon as possible and to deposit it at the office of the Company's Share Registrar, Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, deposited in the drop box located at Unit G-1, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or by electronic lodgement via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com> not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

10. FURTHER INFORMATION

You are advised to refer to the Appendix A set out in this Statement for further information.

Yours faithfully

For and on behalf of the Board of Directors of
ES CERAMICS TECHNOLOGY BERHAD

Datuk Paul Wong Baan Chun, J.P.

Chairman / Independent Non-Executive Director

1.0 DIRECTORS' RESPONSIBILITY STATEMENT

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

2.0 DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours on any weekday (except public holidays) at the Registered Office of ES at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan from the date of this Statement up to and including the date of the AGM: -

- (i) Constitution of ES; and
- (ii) Audited Consolidated Financial Statements of the ES Group for the past two (2) financial years ended 31 May 2025 and 31 May 2026.

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