

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of the Share Buy-Back Statement ("**Statement**") prior to its issuance as it is an exempt document pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

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JF TECHNOLOGY BERHAD
[Registration No. 200601027925 (747681-H)]
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT

in relation to the

**PROPOSED SHAREHOLDERS' APPROVAL FOR SHARE BUY-BACK BY THE COMPANY
UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF
THE COMPANY**

The above proposal will be tabled as Special Business at the Sixteenth Annual General Meeting ("**16th AGM**") of JF Technology Berhad ("**Company**") to be held at Greens III, Sports Wing, Tropicana Golf & Country Resort Berhad, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 1 December 2022 at 9:30 a.m. or any adjournment thereof. The Notice of the 16th AGM, Form of Proxy and this Statement can be viewed and downloaded from the Company's website at <https://www.jf-technology.com>.

If you are unable to attend and vote at the 16th AGM of the Company in person, you are requested to complete the Form of Proxy in accordance with the instructions contained therein and deposit it at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the 16th AGM of the Company or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 16th AGM of the Company should you subsequently wish to do so.

Date and time of the 16th AGM	:	Thursday, 1 December 2022 at 9:30 a.m.
Last date and time for lodging the Form of Proxy	:	Tuesday, 29 November 2022 at 9:30 a.m.

This Statement is dated 26 October 2022

DEFINITIONS

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

"Act"	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting of the Company
"Board"	:	Board of Directors of JF Tech
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Code"	:	Malaysian Code on Take-Overs and Mergers 2016 read together with the Rules, including any amendments that may be made from time to time
"Director(s)"	:	Director(s) of JF Tech and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
"JF Tech" or "Company"	:	JF Technology Berhad [Registration No. 200601027925 (747681-H)]
"JF Tech Group" or "Group"	:	Collectively, JF Tech and its subsidiaries
"JF Tech Share(s)" or "Share(s)"	:	Ordinary share(s) in JF Tech
"Listing Requirements"	:	Bursa Securities' ACE Market Listing Requirements, including any amendments thereto that may be made from time to time
"LPD"	:	27 September 2022, being the latest practicable date prior to the printing of this Statement
"Person(s) Connected"	:	In relation to any person (referred to as "said Person") means such person who falls under any one of the following categories: <ul style="list-style-type: none">(i) a family member of the said Person;(ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;(iii) a partner of the said Person;(iv) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions, or wishes of the said Person;(v) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions, or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;

(vi) a body corporate in which the said Person or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or

(vii) a body corporate which is a related corporation of the said Person

“Proposed Share Buy-Back”	:	Proposed approval of the shareholder’ mandate for the purchase by JF Tech of up to 10% of the total issued shares of the Company
“Purchased Shares”	:	JF Tech Shares purchased pursuant to the Proposed Share Buy-Back
“RM”	:	Ringgit Malaysia
“Rules”	:	Rules on Take-Overs, Mergers and Compulsory Acquisitions, including any amendments that may be made from time to time
“SC”	:	Securities Commission Malaysia
“Statement”	:	Share Buy-Back Statement dated 26 October 2022
“Substantial Shareholder(s)”	:	A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares included in the Company as defined under Section 136 of the Act
“Warrant(s)”	:	Warrants issued by JF Tech pursuant to the deed poll dated 30 December 2020, constituting the Warrants 2021/2026, which will expire on 23 January 2026

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. Reference to persons shall include corporations.

Any reference in this Statement to any enactment or guidelines is a reference to that enactment or guidelines as for the time being amended or re-enacted.

Any reference to the time of day in this Statement is a reference to Malaysian time unless otherwise stated.

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PROPOSED SHARE BUY-BACK

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We Bring Possibilities

JF TECHNOLOGY BERHAD

[Registration No. 200601027925 (747681-H)]
(Incorporated in Malaysia)

1. INTRODUCTION

On 4 October 2022, the Company announced its intention to seek authority from the shareholders to purchase up to 10% of the total number of issued shares of the Company on Bursa Securities.

The purpose of this Statement is to provide you with information on the Proposed Share Buy-Back, to set out the recommendation of your Board and to seek your approval for the ordinary resolution pertaining to the shareholders' approval for the Proposed Share Buy-Back to be tabled at the forthcoming Sixteenth AGM or at any adjournment thereof.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

2.1 Details of the Proposed Share Buy-Back

In accordance with Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements governing the purchase of a company's own shares, the Company may, subject to the approval from its shareholders, purchase its own shares listed on Bursa Securities of up to 10% of its issued and paid-up share capital.

The shareholders' mandate for the Proposed Share Buy-Back will be effective immediately upon obtaining the approval of the shareholders of the Company for the Proposed Share Buy-Back at the forthcoming AGM and will continue to be 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 shall lapse unless by ordinary resolution passed at that meeting, the shareholders' approval 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 ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.

As at the LPD, the total number of issued shares of the Company is 927,058,140 ordinary shares. The maximum number of Shares which may be purchased by the Company pursuant to the Proposed Share Buy Back will be 10% of the prevailing number of issued shares of the Company.

In accordance with Section 127 of the Act, the Purchased Shares may be dealt with by our Directors in the following manners:

- (a) to cancel the Purchased Shares; or
- (b) to retain the Purchased Shares as treasury shares, where such shares are held as treasury shares, the Board may, at its discretion:

- (i) distribute the Shares as dividends to shareholders of the Company, such dividends to be known as "share dividends";
 - (ii) resell the Shares, or any of the Shares in accordance with the relevant rules of Bursa Securities;
 - (iii) transfer the Shares, or any of the Shares for the purposes of or under an employees' share scheme;
 - (iv) transfer the Shares or any of the Shares as purchase consideration;
 - (v) cancel the Shares or any of the Shares; or
 - (vi) sell, transfer or otherwise use the Shares for such other purposes pursuant to Section 127 of the Act; or
- (c) to retain part of the Purchased Shares as treasury shares and cancel the remainder.

While the Purchased Shares are held as treasury shares, Sections 127(8) and (9) of the Act state that the rights attached to them as to voting, dividends, and participation in other distributions or 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 for any purposes, including substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting of the shareholders.

Pursuant to Section 127(2) of the Act, a company shall not purchase its own shares unless:

- (a) the company is solvent at the date of the purchase and will not become insolvent by incurring the debts involved in the obligation to pay for the Shares so purchased;
- (b) the purchase is made through Bursa Securities and in accordance with the rules of Bursa Securities; and
- (c) the purchase is made in good faith and in the interests of the company.

Pursuant to the Listing Requirements, the Proposed Share Buy-Back is subject to, inter-alia, the following rules:

- (a) The public shareholding spread of 25% of its total number of issued shares is to be maintained at all times.
- (b) Pursuant to the provision of Rule 12.17 of the Listing Requirements, JF Tech may only purchase its own shares at a price which is not more than 15% above the weighted average market price of JF Tech Shares for the past 5 market days immediately preceding the date of the purchase(s).
- (c) Pursuant to the provision of Rule 12.18 of the Listing Requirements, the treasury shares arising from the share buy-back of the Company shall be resold or transferred, if so determined by the Board, at a price that is:
 - (i) not less than the weighted average market price ("**WAMP**") of JF Tech Shares for the past 5 market days immediately preceding the date of the resale or transfer; or
 - (ii) at a discount of not more than 5% to the 5 market days WAMP of JF Tech Shares immediately prior to the resale or transfer, provided that:
 - the resale or transfer takes place no earlier than 30 days from the date of purchase; and
 - the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.
- (d) An immediate announcement will be made to Bursa Securities in respect of the intention of our Directors to either retain the Purchased Shares or cancel them or a combination of both following any transactions executed pursuant to the approval granted under the Proposed Share Buy-Back.

- (e) The Proposed Share Buy-Back shall only be effected on the market of Bursa Securities via its automated trading system and shall exclude any direct business transactions as defined under the rules of Bursa Securities.

2.2 Maximum amount of funds to be allocated and the source of funds

The Company proposes to utilise internally generated funds and/or borrowings to finance the Proposed Share Buy-Back.

Under the Listing Requirements, the maximum funds to be utilised for the purchase of the Shares shall not exceed the total retained profits of the Company. Accordingly, the Directors shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits of the Company in respect of any purchase of Shares pursuant to the Proposed Share Buy-Back.

Based on the latest audited financial statements of the Company for the financial year ended 30 June 2022, the retained profits of the Company were RM32,409,000. The Company shall ensure that the maximum funds to be utilised for the Proposed Share Buy-Back shall not exceed the aggregate of the retained profits of the Company.

The actual number of Shares to be purchased, the total amount of funds to be utilised, the impact on cash flows and the timing of the purchase(s) will depend on the prevailing equity market conditions and sentiments as well as the financial resources available to the Company at the time of the purchase(s). In the event the Company decides to utilise bank borrowings to finance the purchase of its own shares, the Board will ensure that there are sufficient funds to repay such borrowings and that such repayment will not have a material impact on the cash flow or earnings of the Company. In addition, the Board will ensure that the Company satisfies the solvency test as stated under Section 112(2) of the Act before executing the Proposed Share Buy-Back.

2.3 Potential advantages and disadvantages

The Proposed Share Buy-Back is expected to potentially benefit the Company and its shareholders as follows:

- (i) The Company may be able to stabilise the supply and demand of JF Tech Shares in the open market thereby supporting their fundamental value and reducing the volatility of JF Tech Shares;
- (ii) The Proposed Share Buy-Back provides JF Tech the option to return its surplus financial resources to the shareholders of JF Tech by enhancing the return-on-equity of JF Tech Shares via the purchase of JF Tech Shares in the market;
- (iii) The Proposed Share Buy-Back may enhance the earnings per share of the Company (in the case where the Board resolves to cancel the Shares so purchased) and thereby long-term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company; and
- (iv) If the Shares bought back are kept as treasury shares, it will give the Board an option to sell the Shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed as share dividends to shareholders.

However, the Proposed Share Buy-Back, if exercised, will reduce the financial resources of the Company, which may result in the Company foregoing other investment opportunities that may emerge in the future.

The working capital of the Group may also be affected, as any purchase of JF Tech Shares will reduce the Group's working capital depending on the actual number of Shares purchased and the purchase price. However, the working capital of JF Tech Group may recover and increase upon the reselling of the Purchased Shares held as treasury shares.

Nevertheless, the Board will be mindful of the interests of the Company and the shareholders in implementing the Proposed Share Buy-Back.

2.4 Public shareholding spread

As at the LPD, the public shareholding spread of the Company was approximately 43.31%. Assuming the Company implements the Proposed Share Buy-Back in full (under minimum scenario) and the shares purchased are from public shareholders, the public shareholding spread would be reduced to approximately 37.01%. In this regard, the Board undertakes that the purchase of JF Tech Shares will be conducted in compliance with the 25% public shareholding spread as required by the Listing Requirements.

2.5 Implication relating to the Code

The Board is mindful of any potential implications relating to the Code and does not intend to undertake the Proposed Share Buy-Back such that it will cause any party to trigger any obligation to undertake a mandatory offer pursuant to the Code. However, in the event an obligation to undertake a mandatory offer is expected to arise with respect to any parties resulting from the Proposed Share Buy-Back, which is action outside its direct participation, the relevant parties shall make the necessary application to the SC for an exemption from undertaking the mandatory offer under the Code prior to any buy-back of JF Tech Shares.

2.6 Purchase, resale and cancellation of Shares

This is the first time the Company is seeking authority from its shareholders to purchase its own shares. The Company has not made any purchase of its own shares or cancelled any of its shares in the past, nor does it have any treasury shares.

2.7 Historical prices of JF Tech Shares

The monthly highest and lowest price of JF Tech Shares as traded on Bursa Securities for the preceding 12 months from October 2021 to September 2022 are as follows:

Month	Share Price	
	High (RM)	Low (RM)
Year 2021		
October	1.56	1.39
November	1.58	1.43
December	1.47	1.39
Year 2022		
January	1.45	1.14
February	1.37	1.16
March	1.16	0.93
April	1.1	0.99
May	0.99	0.82
June	0.84	0.66
July	0.82	0.63
August	0.86	0.73
September	0.75	0.64

(Source: The Wall Street Journal)

The last transacted price of JF Tech Shares on the LPD was RM0.66.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back would enable the Company to utilise its surplus financial resources to purchase Shares when appropriate, and at prices which the Board view as favourable. The Proposed Share Buy-Back would also enable the Company to stabilise the supply and demand of JF Tech Shares traded on Bursa Securities and thereby supports its fundamental value if required.

Other things being equal, the Proposed Share Buy-Back, regardless of whether the Purchased Shares are maintained as treasury shares or cancelled, will result in a lower number of JF Tech Shares being used for the purpose of computing the earnings per share. Therefore, the Proposed Share Buy-Back will improve the earnings per share of JF Tech, which in turn is expected to have a positive impact on the market price of JF Tech Shares.

The Purchased Shares may be cancelled at such time(s) where the Directors are of the view that there is excess share capital and wish to reduce the number of Shares in circulation. If the Purchased Shares are held as treasury shares, such shares may potentially be resold on Bursa Securities at a higher price and therefore realising a potential gain in reserves without affecting the total issued share capital of the Company. Should any treasury shares be distributed to share dividends, this would serve to reward the shareholders of the Company.

4. EFFECTS OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Share Buy-Back on the issued share capital, net assets, earnings, earnings per share, working capital and shareholdings of Directors and Substantial Shareholders are set out below based on the following assumptions:

Minimum scenario:	Assuming none of the outstanding Warrants are exercised prior to the implementation of the Proposed Share Buy-Back.
Maximum scenario:	Assuming all the outstanding Warrants are exercised prior to the implementation of the Proposed Share Buy-Back.

4.1 Share capital

The effects of the Proposed Share Buy-Back on the total number of issued shares of the Company are set out in the table below.

	Minimum scenario No. of Shares	Maximum scenario No. of Shares
Total number of issued shares as at the LPD	927,058,140	927,058,140
Assuming full exercise of the Warrants	-	458,939,370
	927,058,140	1,385,997,510
Maximum number of Shares to be purchased and cancelled pursuant to the Proposed Share Buy-Back	(92,705,814)	(138,599,751)
Resultant number of issued shares after the Proposed Share Buy-Back	834,352,326	1,247,397,759

The Proposed Share Buy-Back will have no effect on the total number of issued shares of the Company if the Purchased Shares are retained as treasury shares or resold in the open market or distributed to its shareholders.

4.2 Net assets

The effect of the Proposed Share Buy-Back on the consolidated net assets (“**NA**”) of JF Tech Group will depend on the purchase price of JF Tech Shares, the number of JF Tech Shares purchased, the effective funding cost of JF Tech Group to finance the shares buy-back, if any, or loss in interest income to the Company, and whether the Purchased Shares are cancelled, retained as treasury shares, resold on Bursa Securities or distributed as share dividends to shareholders.

In the event that all the Purchased Shares are cancelled, the Proposed Share Buy-Back would reduce the NA per share of JF Tech Group if the purchase price of each Purchased Share exceeds the NA per share at the relevant point in time, and vice versa.

The NA of JF Tech Group would decrease if the Purchased Shares are retained as treasury shares due to the requirement for treasury shares to be carried at cost and to be offset against equity, resulting in a decrease in the NA of JF Tech Group by the cost of the treasury shares.

If the treasury shares are resold through Bursa Securities, the NA of JF Tech Group would increase if the Company realises a gain from resale and vice versa. If the treasury shares are distributed as share dividends, the NA of JF Tech Group would decrease by the cost of the treasury shares.

4.3 Earnings and earnings per share

The effect of the Proposed Share Buy-Back on the earnings and earnings per share of the JF Tech Group will depend on the purchase price and the number of Shares purchased as well as any loss in interest income to the Company. In the event the JF Tech Shares purchased are held as treasury shares or cancelled, the lower number of JF Tech Shares used in the computation of the earnings per share is expected to result in a general increase in the earnings per share of the JF Tech Group.

4.4 Dividends

The Proposed Share Buy-Back will have the effect of increasing the effective dividend rate of the Company as dividends will be paid on the remaining issued shares of JF Tech (excluding the Shares already purchased). However, the Proposed Share Buy-Back is not expected to have any effect on the policy for the Board in recommending dividends in the future.

The level of future dividend to be declared or recommended by JF Tech will be determined by the Board after taking into consideration the performance, cash flow position and financing requirements of JF Tech Group.

4.5 Working capital

The share repurchase will result in an outflow of cash and thereby reduce the working capital of JF Tech Group, the quantum of which is dependent on the purchase price of JF Tech Shares, the number of JF Tech Shares repurchased and the funding cost, if any. However, the working capital of the Company will increase upon reselling of Purchased Shares which are retained as treasury shares. In addition, the quantum of the increase in the working capital will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

4.6 Shareholdings of Directors and Substantial Shareholders

The effects of the Proposed Share Buy-Back on the shareholdings of Directors and Substantial Shareholders are as follows:

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Minimum scenario

	As at the LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors								
Datuk Phang Ah Tong	306,664	0.03	5,000 ⁽¹⁾	^	306,664	0.04	5,000 ⁽¹⁾	^
Dato' Foong Wei Kuong	219,862,088	23.72	250,000,000 ⁽²⁾	26.97	219,862,088	26.35	250,000,000 ⁽²⁾	29.96
Datin Wang Mei Ling	39,702,580	4.28	-	-	39,702,580	4.76	-	-
Goh Kok Sing	460,000	0.05	-	-	460,000	0.06	-	-
Koay Kah Ee	1,550,000	0.17	-	-	1,550,000	0.19	-	-
Dato' Philip Chan Hon Keong	833,332	0.09	-	-	833,332	0.10	-	-
Lew Jin Aun	6,166,664	0.67	999,999 ⁽³⁾	0.11	6,166,664	0.74	999,999 ⁽³⁾	0.12
Chong Kur Sen	-	-	5,000 ⁽⁴⁾	^	-	-	5,000 ⁽⁴⁾	^
Chua Hui Chen	-	-	50,000 ⁽⁵⁾	0.01	-	-	50,000 ⁽⁵⁾	0.01
Jamilah binti Kamal	-	-	-	-	-	-	-	-
Substantial Shareholders								
Dato' Foong Wei Kuong	219,862,088	23.72	250,000,000 ⁽²⁾	26.97	219,862,088	26.35	250,000,000 ⁽²⁾	29.96
Fowa Sdn. Bhd.	250,000,000	26.97	-	-	250,000,000	29.96	-	-
Foong Wang (L) Foundation	-	-	250,000,000 ⁽⁶⁾	26.97	-	-	250,000,000 ⁽⁶⁾	29.96

Maximum scenario

	As at the LPD				After full exercise of the outstanding Warrants (1)				After (1) and Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors												
Datuk Phang Ah Tong	306,664	0.03	5,000 ⁽¹⁾	^	459,996	0.03	5,000 ⁽¹⁾	^	459,996	0.04	5,000 ⁽¹⁾	^
Dato' Foong Wei Kuong	219,862,088	23.72	250,000,000 ⁽²⁾	26.97	429,793,132	31.01	250,000,000 ⁽²⁾	18.04	429,793,132	34.46	250,000,000 ⁽²⁾	20.04
Datin Wang Mei Ling	39,702,580	4.28	-	-	84,553,870	6.10	-	-	84,553,870	6.78	-	-
Goh Kok Sing	460,000	0.05	-	-	710,000	0.05	-	-	710,000	0.06	-	-
Koay Kah Ee	1,550,000	0.17	-	-	1,850,000	0.13	-	-	1,850,000	0.15	-	-
Dato' Philip Chan Hon Keong	833,332	0.09	-	-	849,998	0.06	-	-	849,998	0.07	-	-
Lew Jin Aun	6,166,664	0.67	999,999 ⁽³⁾	0.11	9,499,996	0.69	1,666,665 ⁽³⁾	0.12	9,499,996	0.76	1,666,665 ⁽³⁾	0.13
Chong Kur Sen	-	-	5,000 ⁽⁴⁾	^	-	-	5,000 ⁽⁴⁾	^	-	-	5,000 ⁽⁴⁾	^
Chua Hui Chen	-	-	50,000 ⁽⁵⁾	0.01	-	-	50,000 ⁽⁵⁾	^	-	-	50,000 ⁽⁵⁾	^
Jamilah binti Kamal	-	-	-	-	-	-	-	-	-	-	-	-
Substantial Shareholders												
Dato' Foong Wei Kuong	219,862,088	23.72	250,000,000 ⁽²⁾	26.97	429,793,132	31.01	250,000,000 ⁽²⁾	18.04	429,793,132	34.46	250,000,000 ⁽²⁾	20.04
Datin Wang Mei Ling	39,702,580	4.28	-	-	84,553,870	6.10	-	-	84,553,870	6.78	-	-
Fowa Sdn. Bhd.	250,000,000	26.97	-	-	250,000,000	18.04	-	-	250,000,000	20.04	-	-
Foong Wang (L) Foundation	-	-	250,000,000 ⁽⁶⁾	26.97	-	-	250,000,000 ⁽⁶⁾	20.04	-	-	250,000,000 ⁽⁶⁾	20.04

Notes:

^ Negligible

(1) Deemed interested by virtue of the shares held by his spouse, the late Datin Ng Siew Eng pursuant to Section 59(11)(c) of the Act.

- (2) *Deemed interested by virtue of his interest in Fowa Sdn. Bhd. and Foong Wang (L) Foundation pursuant to Section 8 of the Act.*
- (3) *Deemed interested by virtue of the shares held by his spouse, Ms. Ng Chor Kuan pursuant to Section 59(11)(c) of the Act.*
- (4) *Deemed interested by virtue of the shares held by her father, Mr. Chong Chee Thung pursuant to Section 8 of the Act.*
- (5) *Deemed interested by virtue of the shares held by her spouse, Mr. Tan Teek Oon pursuant to Section 59(11)(c) of the Act.*
- (6) *Deemed interested by virtue of its interest in Fowa Sdn. Bhd. pursuant to Section 8 of the Act.*

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5. APPROVAL REQUIRED

The Proposed Share Buy-Back is subject to the approval of the shareholders of JF Tech at the forthcoming Sixteenth AGM.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the proportionate increase in the percentage of shareholdings and/or voting rights in their capacities as the shareholders of the Company pursuant to the Proposed Share Buy-Back, none of the Directors and Substantial Shareholders of JF Tech or Persons Connected to them, have any interest, either direct or indirect, in the Proposed Share Buy-Back.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Directors, having considered all aspects of the Proposed Share Buy-Back, are of the opinion that the said proposal is in the best interest of the Company and its shareholders.

Accordingly, the Directors recommend that you vote in favour of the resolution to be tabled as special business at the forthcoming Sixteenth AGM.

8. AGM

The Proposed Share Buy-Back will be tabled as a special business at the Sixteenth AGM to be held at Greens III, Sports Wing, Tropicana Golf & Country Resort Berhad, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 1 December 2022 at 9:30 a.m. or any adjournment thereof.

If you are unable to attend and vote at the Sixteenth AGM and wish to appoint a proxy instead, you may complete the Form of Proxy and deposit it at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Sixteenth AGM or adjourned general meeting at which the person named in the appointment proposes to vote. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Sixteenth AGM should you subsequently wish to do so.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

As at the LPD, neither JF Tech nor any of its subsidiaries have entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of our Group's business) during the 2 years immediately before the date of this Statement.

3. MATERIAL LITIGATION

As at the LPD, neither JF Tech nor any of its subsidiaries are engaged in any material litigation, claim, or arbitration, either as a plaintiff or a defendant, and the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and/or adversely affect the financial position or business of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal business hours (except for public holidays) from the date of this Statement, up to the date of the forthcoming Sixteenth AGM:

- (a) Constitution of JF Tech; and
- (b) Audited financial statements of JF Tech for the past 2 financial years ended 30 June 2021 and 30 June 2022.

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EXTRACT OF THE NOTICE OF THE SIXTEENTH AGM

ORDINARY RESOLUTION NO. 2

PROPOSED SHARE BUY-BACK OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

“THAT subject to the provisions of the Companies Act 2016 (**“Act”**), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (**“Bursa Malaysia Securities”**) and any other applicable laws, guidelines, rules and regulations for the time being in force, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (**“JF Shares”**) as may be determined by the Directors from time to time through Bursa Malaysia Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of JF Shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the Company’s total number of issued shares as at the point of purchase(s);

THAT the maximum amount of funds to be allocated for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited/unaudited financial statements of the Company (where applicable) available at the time of the purchase(s);

THAT authority be and is hereby given to the Directors to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any of the JF Shares so purchased by the Company in the following manners:

- (i) the JF Shares so purchased could be cancelled or transferred; or
- (ii) the JF Shares so purchased could be retained as treasury shares for distribution as dividends or bonus shares to the shareholders of the Company and/or be resold through Bursa Malaysia Securities in accordance with the relevant rules of Bursa Malaysia Securities and/or transferred in accordance with the Act and/or be cancelled subsequently; or
- (iii) combination of items (i) and (ii) above;

THAT the authority conferred by this resolution will be effective immediately from the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (**“AGM”**) of the Company, at which time the said authority would lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) the authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting,

whichever occurs first;

AND THAT the Directors be and are hereby authorised to take such steps as are necessary or expedient to implement or to effect the purchase(s) of the JF Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”