

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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Bursa Securities has not perused the contents of this Statement prior to its issuance as it is prescribed as an Exempt Circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

The logo for PerakTransit Berhad, featuring the word "PerakTransit" in a bold, white, sans-serif font with a slight shadow effect, set against a dark grey rectangular background.

PERAK TRANSIT BERHAD

(Company No.: 831878-V)
(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RENEWAL OF AUTHORITY FOR PERAK TRANSIT BERHAD

TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS

TOTAL NUMBER OF ISSUED SHARES

The resolution in respect of the above proposal will be tabled as Special Business at the 10th Annual General Meeting ("**AGM**") of Perak Transit Berhad ("**PTRANS**" or the "**Company**"). The Notice of the AGM of our Company together with the Form of Proxy in respect of the AGM are set out in our Annual Report for the financial year ended 31 December 2018 ("**Annual Report 2018**").

You are entitled to attend and vote at the AGM or to appoint a proxy or proxies to attend and vote on your behalf should you be unable to attend the AGM. You should complete and deposit the Form of Proxy at the office of our Share Registrar, 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, not less than 48 hours before the time set for the AGM indicated below or any adjournment thereof. You can also have the option to lodge the proxy appointment electronically via TIIH Online at website: <https://tiih.online> before the proxy form lodgement cut-off time as mentioned in the above. For further information on the electronic lodgement of proxy form, kindly refer to the Annexure to Proxy Form. If you have lodged the Form of Proxy, you may also attend and vote in person at the AGM, should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	Tuesday, 21 May 2019 at 9.00 a.m.
Date and time of the AGM	:	Thursday, 23 May 2019 at 9.00 a.m.
Venue of the AGM	:	Mersawa & Rengas Hall Level 2, MU Hotel No. 18, Jalan Chung On Siew 30250 Ipoh, Perak

This Statement is dated 24 April 2019

DEFINITIONS

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

“Act”	: Companies Act 2016
“AGM”	: Annual general meeting
“Board”	: Our Board of Directors of PTRANS
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Company No: 635998-W)
“Code”	: Malaysian Code on Take-Overs and Mergers 2016
“CBS Link”	: CBS Link Sdn Bhd (Company No: 881717-P)
“Directors”	: The directors of PTRANS and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
“EPS”	: Earnings per Share
“FYE”	: Financial year(s) ended/ending, as the case may be
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“LPD”	: 29 March 2019, being the latest practicable date prior to the printing of this Statement
“Minimum Scenario”	: Assuming none of the outstanding Warrants are exercised into PTRANS Shares prior to the implementation of the Proposed Renewal of Share Buy-Back Authority
“Maximum Scenario”	: Assuming all the outstanding Warrants are exercised into PTRANS Shares prior to the implementation of the Proposed Renewal of Share Buy-Back Authority
“Minister”	: Minister charged with the responsibility for companies, currently the Minister of Domestic Trade, Co-operatives and Consumerism, Malaysia
“NA”	: Net assets
“Prevailing Laws”	: Prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities
“Proposed Renewal of Share Buy-Back Authority”	: Proposed renewal of authority for PTRANS to purchase of its own shares of up to 10% of its total number of issued shares
“PTRANS Share(s)” or our “Share(s)”	: Ordinary share(s) of PTRANS

DEFINITIONS (CONT'D)

“PTRANS” or our “Company”	: Perak Transit Berhad (Company No. 831878-V)
“PTRANS Group” or our “Group”	: PTRANS and its subsidiaries, collectively
“Purchased Share(s)”	: Share(s) of our Company purchased under the Proposed Renewal of Share Buy-Back Authority
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Rules”	: Rules on Take-Overs, Mergers and Compulsory Acquisitions
“Statement”	: This statement to shareholders dated 24 April 2019 in relation to the Proposed Renewal of Share Buy-Back Authority
“VWAP”	: Volume weighted average market price
“Warrant(s)”	: 531,436,450 outstanding PTRANS warrants 2017/2020 constituted by the deed poll dated 29 August 2017

All reference to “**our Company**” or “**PTRANS**” in this Statement are to Perak Transit Berhad. The reference to “**our Group**” is to our Company and our subsidiaries, and all references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where to context requires otherwise, shall include our subsidiaries. All references to “**you**” or “**your**” in this Statement are to our shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, 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 a reference to Malaysian time, unless otherwise specified.

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PERAK TRANSIT BERHAD

(Company No.: 831878-V)
(Incorporated in Malaysia)

Registered Office:

D-3-7 Greentown Square
Jalan Dato' Seri Ahmad Said
30450 Ipoh
Perak

24 April 2019

Board of Directors

Tan Sri Dato' Chang Ko Youn	(Independent Non-Executive Chairman)
Dato' Sri Cheong Kong Fitt	(Managing Director)
Dato' Cheong Peak Sooi	(Executive Director)
Dato' Wan Asmadi Bin Wan Ahmad	(Independent Non-Executive Director)
Ng Wai Luen	(Independent Non-Executive Director)
Azian Binti Kassim	(Independent Non-Executive Director)

To: Our shareholders

Dear Sir/Madam

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the 9th AGM of our Company held on 24 May 2018, our Board has obtained the approval from our shareholders for our Company to purchase of our own shares up to 10% of our total number of issued shares. The said authority will continue to be in force until the conclusion of the forthcoming 10th AGM of our Company to be held on 23 May 2019, unless such authority is renewed by an ordinary resolution passed at the forthcoming 10th AGM of our Company.

On 26 March 2019, our Board had announced our intention to seek your approval for the Proposed Renewal of Share Buy-Back Authority at our Company's 10th AGM to be held on 23 May 2019.

THE PURPOSE OF THIS STATEMENT IS TO PROVIDE OUR SHAREHOLDERS WITH THE RELEVANT DETAILS AND INFORMATION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY, TOGETHER WITH THE RECOMMENDATION OF OUR BOARD AND TO SEEK THE APPROVAL FROM OUR SHAREHOLDERS ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT OUR FORTHCOMING AGM. THE NOTICE OF OUR FORTHCOMING AGM AND THE FORM OF PROXY IN RESPECT OF OUR FORTHCOMING AGM ARE SET OUT IN OUR COMPANY'S ANNUAL REPORT 2018.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT OUR FORTHCOMING AGM.

2. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Our Board proposes to seek your approval for the renewal of authority for our Company to purchase up to 10% of our Company's total number of issued shares at any point in time, subject to Section 127 of the Act, Subdivision 3 of Division 1 of Part III of the Act, Chapter 12 of the Listing Requirements, the Code and the Prevailing Laws at the time of purchase(s).

The purchases of our Shares under the Proposed Renewal of Share Buy-Back Authority will be carried out through Bursa Securities via stockbroker(s) appointed by our Board.

2.1 Quantum

The maximum aggregate number of PTRANS Shares, which may be purchased by our Company, shall not exceed 10% of the total number of issued shares of our Company at any point in time.

As at the LPD, the total issued share capital of our Company is RM167,092,924 comprising 1,422,780,350 PTRANS Shares. Our Company also has, as at the LPD, 531,436,450 Warrants.

Assuming the current 531,436,450 Warrants are fully exercised as at the LPD, the enlarged issued share capital of our Company shall increase to RM291,980,490 comprising 1,954,216,800 PTRANS Shares. Pursuant thereto, the maximum aggregate number of PTRANS Shares that may be purchased under the Proposed Renewal of Share Buy-Back Authority is up to 195,421,680 PTRANS Shares, representing up to 10% of the total number of issued shares based on the Maximum Scenario.

The actual number of PTRANS Shares to be purchased will depend on, amongst others, market conditions and sentiments, as well as the retained earnings and financial resources of our Company at the time of the purchase(s).

2.2 Funding

The Proposed Renewal of Share Buy-Back Authority may be funded through internally-generated funds and/or external borrowings as long as the purchase is backed by an equivalent amount of retained earnings of our Company, subject to compliance with the Prevailing Laws. As at the LPD, we have not determined the source of funding for the Proposed Renewal of Share Buy-Back Authority.

The actual amount of funds to be utilised for the Proposed Renewal of Share Buy-Back Authority will only be determined later depending on the actual number of PTRANS Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The Proposed Renewal of Share Buy-Back Authority, if funded through internally-generated funds, is not expected to have a material impact on the cash flow position of our Company. In the event the Proposed Renewal of Share Buy-Back Authority is to be financed by bank borrowings, our Company will ensure our capabilities of repaying such borrowings and that such repayment will not have a material effect on our cash flow. In addition, our Board will ensure that our Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Renewal of Share Buy-Back Authority.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained earnings of our Company at any point in time. Based on the latest audited consolidated financial statements of our Company for the FYE 31 December 2018, the audited retained earnings of our Company are approximately RM104.28 million.

2.3 Duration

The authority from our shareholders to undertake the Proposed Renewal of Share Buy-Back Authority, if granted, will be effective immediately after obtaining our shareholders' approval at our forthcoming AGM and will continue to be in force until:-

- (a) the conclusion of the next AGM of our Company, at which time the said authority shall lapse, unless by an ordinary resolution passed at a meeting of members of our Company, the authority is renewed, either unconditionally or subject to conditions; or
- (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 of our Company in a meeting of members,

whichever occurs first.

Your approval for the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on our Company to purchase our Shares. However, it will allow our Board to exercise the power of our Company to purchase our Shares at any time within the abovementioned time period.

2.4 Purchase price

Pursuant to Paragraph 12.17 of the Listing Requirements, our Company may only purchase our Shares on Bursa Securities at a price which is not more than 15% above the 5-day VWAP of PTRANS Shares immediately before the date of the purchase(s).

2.5 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, where our Company has purchased our Shares, our Directors may deal with the Purchased Shares, at their discretion, in the following manner:-

- (a) cancel the Purchased Shares; or
- (b) retain the Purchased Shares as treasury shares; or
- (c) retain part of the Purchased Shares as treasury shares and cancel the remainder.

Accordingly, based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, our Directors may, at their discretion:

- (a) distribute the Purchased Shares as dividends to our shareholders, such dividends to be known as "shares dividends"; or
- (b) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities; or
- (c) transfer the Purchased Shares or any of the Purchased Shares for the purposes of or under an employees' share scheme; or
- (d) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration; or
- (e) cancel the Purchased Shares or any of the Purchased Shares; or

- (f) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe.

If the Purchased Shares are held as treasury shares, the rights attaching to them as to voting, dividends and participation in other distributions or otherwise, will be suspended and the treasury shares will not be taken into account in calculating the number of percentage of Shares, or of a class of shares in our Company for any purpose including substantial shareholdings, take-overs, notices, requisitioning of meetings of members of our Company, quorum for a meeting of members and result of a vote on resolution(s) at a meeting of members.

According to Paragraph 12.18 of the Listing Requirements, our Company may only resell any treasury shares on Bursa Securities or transfer treasury shares pursuant to Section 127(7) of the Act at:-

- (a) a price which is not less than the 5-day VWAP of PTRANS Shares immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the 5-day VWAP of PTRANS Shares immediately before the date of the resale or transfer provided that:-
 - (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the PTRANS Shares being resold or transferred.

An immediate announcement will be made to Bursa Securities in respect of the intention of our Directors to either resell the Purchased Shares or cancel them.

2.6 Public shareholding spread

The Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the Prevailing Laws at the time of the purchase(s) including compliance with the 25% shareholding spread requirements as set out under Paragraph 8.02(1) of the Listing Requirements.

Based on the Record of Depositors of our Company as at the LPD, the public shareholding spread of PTRANS stood at 863,914,349 PTRANS Shares representing approximately 60.72% in the hands of 6,282 public shareholders.

Our Company will ensure that the Proposed Renewal of Share Buy-Back Authority will not breach Paragraph 12.14 of the Listing Requirements, which states that a listed company must not purchase its own shares on Bursa Securities if that purchase(s) will result in the listed company being in breach of the public shareholding spread requirements as set out under Paragraph 8.02(1) of the Listing Requirements.

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2.7 Implication of the Code

As it is not intended for the Proposed Renewal of Share Buy-Back Authority to trigger the obligation to undertake a mandatory offer under the Code by any of our Company's substantial shareholders or persons acting in concert with them, our Board will ensure that only such number of Shares are purchased, retained as treasury shares, cancelled or distributed such that the Proposed Renewal of Share Buy-Back Authority would not result in the triggering of any mandatory offer obligation on the part of our Company's substantial shareholders and/or persons acting in concert with them. In this connection, our Board is mindful of the requirements of the Listing Requirements, the Code and the Prevailing Laws when making any purchase of our Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

In the event the Proposed Renewal of Share Buy-Back Authority is implemented in full, the proforma effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the substantial shareholders and Directors of PTRANS as at the LPD are illustrated in **Section 5.5** of this Statement.

Based on **Section 5.5** of this Statement, the Proposed Renewal of Share Buy-Back Authority may trigger a mandatory offer for the remaining Shares not held by the CBS Link and its parties acting in concert ("**PACs**"). CBS Link and its PACs may apply for an exemption from extending a mandatory offer pursuant to Paragraph 4.01 of the Rules. Nevertheless, the Board of PTRANS will be mindful in the purchase of our own shares pursuant to the Proposed Renewal of Share Buy-Back Authority to ensure that CBS Link and its PACs will not trigger a mandatory offer.

2.8 Historical share prices

The monthly highest and lowest traded prices of PTRANS Shares on Bursa Securities for the past 12 months up to March 2019 are as follows:-

	High RM	Low RM
2018		
April	0.26	0.22
May	0.26	0.23
June	0.28	0.23
July	0.29	0.24
August	0.31	0.27
September	0.29	0.26
October	0.30	0.24
November	0.27	0.25
December	0.27	0.22
2019		
January	0.25	0.23
February	0.25	0.23
March	0.25	0.23

Last transacted market price on 21 March 2019
*(being the latest date prior to the announcement of the Proposed
Renewal of Share Buy-Back Authority)* 0.24

Last transacted market price 29 March 2019
(being the latest date prior to the printing of this Statement) 0.24

(Source : Bloomberg)

2.9 Previous purchases, resale and cancellation of treasury shares

Our Company does not currently hold any treasury shares and have not purchased, resold and/or cancelled any Shares during the last 12 months preceding the LPD.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority, if implemented, will enable PTRANS to utilise our surplus financial resources, which is not immediately required for other uses, to purchase our own Shares from the market. The Proposed Renewal of Share Buy-Back Authority is expected to stabilise the supply and demand, as well as the price of PTRANS Shares.

If the PTRANS Shares purchased are subsequently cancelled, the Proposed Renewal of Share Buy-Back Authority will result in a lower number of Shares being used for the purposes of computing EPS and thereby enhance the EPS of our Group. Consequently, long-term investors are expected to enjoy a corresponding increase in the value of their investments in our Company.

The Purchased Shares can also be held as treasury shares and resold on Bursa Securities at a higher price therefore realising a potential gain without affecting our total number of issued shares. Should any treasury shares be distributed as share dividends, this would serve to reward you as shareholders of our Company.

The Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantage to our Company and our shareholders, and it will be implemented only after due consideration of the financial resources of our Group, and of the resultant impact on our shareholders. Our Board will be mindful of the interests of PTRANS and our shareholders in undertaking the Proposed Renewal of Share Buy-Back Authority.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to our Company and our shareholders are as follows:-

- (a) allows our Company to take preventive measures against speculation, particularly when our shares are undervalued, which would in turn, stabilises the market price of PTRANS Shares and hence, enhances investors' confidence;
- (b) allows our Company flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;
- (c) if the Purchased Shares which are retained as treasury shares are resold at a higher price, it provides our Company with opportunities for potential gains; and
- (d) if the treasury shares are distributed as share dividends by our Company, it may then serve to reward the shareholders of our Company.

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

- (a) reduces the financial resources of our Group and may result in our Group foregoing other investment opportunities that may emerge in the future; and
- (b) as the Proposed Renewal of Share Buy-Back Authority can only be made out of retained earnings of our Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

5. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority on the issued share capital, NA and working capital, earnings and EPS, dividend and substantial shareholders' and Directors' shareholdings of our Company based on the Minimum Scenario and Maximum Scenario are set out below.

5.1 Issued share capital

The effect of the Proposed Renewal of Share Buy-Back Authority on our issued share capital in terms of number will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

In the event that all Purchased Shares are retained as treasury shares, resold, or distributed to our shareholders, the Proposed Renewal of Share Buy-Back Authority will have no effect on the number of PTRANS Shares in issue.

Based on the total number of issued shares of our Company as at the LPD, and assuming that the maximum number of PTRANS Shares (of up to 10% of the total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and cancelled, the effects of the Proposed Renewal of Share Buy-Back Authority are set out below:-

	Minimum Scenario	Maximum Scenario
	No. of Shares	
As at the LPD	1,422,780,350	1,422,780,350
<i>No. of Shares to be issued assuming full exercise of the Warrants</i>	-	531,436,450
	1,422,780,350	1,954,216,800
<i>Less: Maximum number of Shares that may be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Authority</i>	142,278,035	195,421,680
Resultant number of Shares in issue	1,280,502,315	1,758,795,120

5.2 NA and working capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the NA of our Group will depend on the actual number of PTRANS Shares purchased, the prices paid for such PTRANS Shares, the effective funding cost to our Group to finance the purchase of such PTRANS Shares, if any, or any loss in interest income to PTRANS, and whether the Purchased Shares are cancelled or retained as treasury shares.

In the event that all Purchased Shares are retained as treasury shares, the NA of our Group would decrease by the purchase cost of the treasury shares because the treasury shares are required to be carried at cost and be offset against equity. If the treasury shares are subsequently cancelled or distributed as share dividends, there will be no additional effect on the NA of our Group.

The Purchased Shares that are retained as treasury shares and/or cancelled and/or distributed as share dividends will reduce our NA per Share if the purchase price of such Shares exceeds our NA per Share, and *vice versa*. If the treasury shares are resold on Bursa Securities, the NA of our Group would increase if our Company realises a gain from the resale, and *vice versa*.

The Proposed Renewal of Share Buy-Back Authority will reduce funds available for working capital of our Company and our Group, the quantum of which will depend on, amongst others, the number of PTRANS Shares purchased, the purchase price(s) of PTRANS Shares and any costs incurred in making the purchase(s).

5.3 Earnings and EPS

Depending on the number of PTRANS Shares purchased, the prices paid for such Shares, our effective funding cost to finance the purchase of such Shares, or any loss in interest income to PTRANS or opportunity cost in relation to other investment opportunities, the Proposed Renewal of Share Buy-Back Authority may increase or reduce the EPS of our Group.

Assuming that our Shares so purchased are retained as treasury shares and subsequently resold, the extent of the effects on the earnings of our Group will depend on the actual selling price(s), the number of treasury shares resold and the effective gain or the interest savings arising from the exercise.

If the PTRANS Shares so purchased are cancelled, the Proposed Renewal of Share Buy-Back Authority will increase the EPS of our Group provided the income forgone and interest expense incurred on the Shares purchased are less than the EPS before the share purchase.

5.4 Dividends

The Proposed Renewal of Share Buy-Back Authority is not expected to have any impact on the policy of our Board in recommending dividends, if any, to our shareholders. However, as stated in **Section 2.5** of this Statement, our Board may distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.

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5.5 Substantial shareholders' and Directors' shareholdings

For illustration purposes only, based on the Record of Depositors of our Company as at the LPD and assuming the purchase by our Company of our Shares pursuant to the Proposed Renewal of Share Buy-Back Authority is carried out in full on the basis that all the Shares are purchased from shareholders other than the existing substantial shareholders and Directors of our Company, the effect of such purchase on the shareholdings of the existing substantial shareholders and Directors of our Company are as follows:-

Minimum Scenario

	Shareholdings as at the LPD				After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Substantial shareholders</u>								
CBS Link	209,000,001	14.69	-	-	209,000,001	16.32	-	-
Dato' Sri Cheong Kong Fitt	246,080,605 * ¹	17.30	292,223,801 * ²	20.54	246,080,605 * ¹	19.22	292,223,801 * ²	22.82
Datin Sri Lim Sow Keng	83,223,800	5.85	455,080,606 * ³	31.99	83,223,800	6.50	455,080,606 * ³	35.54
<u>Directors</u>								
Dato' Sri Cheong Kong Fitt	246,080,605 * ¹	17.30	292,223,801 * ²	20.54	246,080,605 * ¹	19.22	292,223,801 * ²	22.82
Dato' Cheong Peak Sooi	20,406,595	1.43	-	-	20,406,595	1.59	-	-
Ng Wai Luen	-	-	155,000 * ⁴	0.01	-	-	155,000 * ⁴	0.01

Maximum Scenario

	Shareholdings as at the LPD				Proforma I Assuming all Warrants are exercised				Proforma II After Proforma I and the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Substantial shareholders												
CBS Link	209,000,001	14.69	-	15.56	304,000,002	15.56	-	-	304,000,002	17.28	-	-
Dato' Sri Cheong Kong Fitt	246,080,605 * ¹	17.30	292,223,801 * ²	17.17	335,614,380 * ¹	17.17	425,052,802 * ²	21.75	335,614,380 * ¹	19.08	425,052,802 * ²	24.17
Datin Sri Lim Sow Keng	83,223,800	5.85	455,080,606 * ³	6.19	121,052,800	6.19	639,614,382 * ³	32.73	121,052,800	6.88	639,614,382 * ³	36.37
Directors												
Dato' Sri Cheong Kong Fitt	246,080,605 * ¹	17.30	292,223,801 * ²	20.54	335,614,380 * ¹	17.17	425,052,802 * ²	21.75	335,614,380 * ¹	19.08	425,052,802 * ²	24.17
Dato' Cheong Peak Sooi	20,406,595	1.43	-	1.52	29,682,320	1.52	-	-	29,682,320	1.69	-	-
Ng Wai Luen	-	-	155,000 * ⁴	0.01	-	-	155,000 * ⁴	0.01	-	-	155,000 * ⁴	0.01

Notes:-

- (1) Including 244,738,805 shares held through nominee companies.
- (2) Deemed interested through his spouse and his interest held in CBS Link.
- (3) Deemed interested through her spouse and her interest held in CBS Link.
- (4) Deemed interested through his spouse and she does not hold any Warrants as at the LPD.

6. APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to and conditional upon your approval at our forthcoming AGM.

The Proposed Renewal of Share Buy-Back Authority is not conditional upon any other proposal undertaken or to be undertaken by our Company.

7. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholdings as a consequence of the Proposed Renewal of Share Buy-Back Authority as set out in **Section 5.5** of this Statement, none of the Directors, major shareholders of PTRANS, and/or persons connected to them, have any interest, whether directly or indirectly, in the Proposed Renewal of Share Buy-Back Authority.

8. DIRECTORS' RECOMMENDATION

Our Board, after due deliberation and having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of our Company and recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at our forthcoming AGM.

9. AGM

Our Company's 10th AGM, will be held at Mersawa & Rengas Hall, Level 2, MU Hotel, No. 18, Jalan Chung On Siew, 30250 Ipoh, Perak on Thursday, 23 May 2019 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolution (as set out in our Company's Annual Report 2018) so as to give effect to the Proposed Renewal of Share Buy-Back Authority.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy as set out in our Company's Annual Report 2018, in accordance with the instructions contained therein, to be deposited at the office of our Share Registrar, 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, not less than 48 hours before the time stipulated for holding the AGM. You can also have the option to lodge the proxy appointment electronically via TIIH Online at website: <https://tiih.online> before the proxy form lodgement cut-off time as mentioned in the above. For further information on the electronic lodgement of proxy form, kindly refer to the Annexure to Proxy Form. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the AGM, should you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders are advised to refer to **Appendix I** of this Statement for further information.

Yours faithfully,
For and on behalf of the Board of
PERAK TRANSIT BERHAD

TAN SRI DATO' CHANG KO YOUN
Independent Non-Executive Chairman

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents available for inspection at our registered office at D-3-7 Greentown Square, Jalan Dato' Seri Ahmad Said, 30450 Ipoh, Perak Darul Ridzuan, during normal business hours from Monday to Friday (except public holidays) from the date of this Statement up to and including the date of our forthcoming AGM:-

- (a) The Constitution of PTRANS; and
- (b) Audited consolidated financial statements of PTRANS for the past two (2) FYE 31 December 2017 and 31 December 2018.

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