

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular. Shareholders of NetX Holdings Berhad should rely on their own evaluation to assess the merits and risks of the Proposed Shareholders' Mandate.



NETX HOLDINGS BERHAD

Registration No. 200001030834 (533441-W)
(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

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

The above proposal will be tabled as Special Business at the Twenty-Fifth (25th) Annual General Meeting ("AGM") of NetX Holdings Berhad ("NetX" or "the Company") to be held on a hybrid mode at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan ("Meeting Venue") and virtually by way of electronic means via online meeting platform at <https://bit.ly/NetX-AGM> ("Online Platform") on Tuesday, 19 May 2026 at 10.00 a.m. The Notice of AGM together with the Form of Proxy are enclosed in the Company's 2025 Annual Report.

A member entitled to attend, participate, speak and vote at the AGM is entitled to appoint a proxy or proxies to attend, participate, speak and vote on his/her behalf. In such an event, the completed and signed Form of Proxy must be lodged at the Share Registrar's office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via e-mail at ir@shareworks.com.my, on or before the date and time as indicated below or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude you from attending, participating, speaking and voting in person at the AGM should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Monday, 18 May 2026 at 10.00 a.m.

Date and time of Twenty-Fifth (25th) AGM : Tuesday, 19 May 2026 at 10.00 a.m.

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

“Act”	: The Companies Act 2016, as amended from time to time, includes every statutory modification or any re-enactment thereof for the time being in force
“AGM”	: Annual General Meeting
“ARMC”	: The Audit and Risk Management Committee of NetX
“Board”	: The Board of Directors of NetX
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Chief Executive”	: The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a director.
“Circular”	: Circular to Shareholders in relation to the Proposed Shareholders’ Mandate
“Director”	: Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon: (a) a director of the Company, its subsidiary or holding company; or (b) a chief executive of the Company, its subsidiary or holding company
“EFTPOS”	: Electronic Funds Transfer at the Point of Sale
“EPS”	: Earnings per Share
“Fintec”	: Fintec Global Berhad [Registration No. 200701016619 (774628-U)]
“Fintec Group”	: Fintec and its subsidiaries
“LPD”	: 13 March 2026, being the latest practicable date prior to the printing of this Circular
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
“Major Shareholder(s)”	: A person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares is: (a) equal to or more than 10% of the total number of the voting shares in the Company; or (b) equal to or more than 5% of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act and “Major Shareholder” includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, its subsidiary or holding company
“Master Merchant”	: An agent under licensed payment services providers, to recruit merchants to use the payment services. These services including mobile payment solutions, mobile payment software licensing, mobile payment terminals, and cashless e-wallet payment solutions or payment platforms
“Mlabs”	: Mlabs Systems Berhad [Registration No.200401014724 (653227-V)]
“Mlabs Group”	: Mlabs and its subsidiaries
“NetX” or “the Company”	: NetX Holdings Berhad
“NetX Group” or “the Group”	: NetX and its subsidiaries
“NetX Share(s)” or “Share(s)”	: Ordinary Shares of NetX
“NA”	: Net assets attributable to ordinary equity holders of NetX
“Proposed Shareholders’ Mandate”	: Proposed renewal of existing shareholders’ mandate for NetX Group to enter into RRPT(s) of a revenue or trading nature
“Related Party(ies)”	: Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s) of NetX
“RRPT(s)”	: A transaction entered into by the Company or its subsidiaries which involves direct or indirect interest of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for the day-to-day operations of the NetX Group
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Shareholders”	: Shareholders of NetX
“Substantial Shareholder(s)”	: A person who has an interest or interests in one or more voting Shares in the Company and the number of that Share, or aggregate number of those Shares, is not less than 5% of the total number of all the voting Shares in the Company
“Symphony”	: Symphony Life Berhad [Registration No. 196401000264 (5572-H)]
“Symphony Group”	: Symphony and its subsidiaries
“XOX”	: XOX Bhd [Registration No. 201001016682 (900384-X)]
“XOX Group”	: XOX and its subsidiaries
“2025 Annual Report”	: Annual Report of NetX issued for the financial year ended 30 November 2025

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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**NETX HOLDINGS BERHAD**

Registration No. 200001030834 (533441-W)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

22-09, Menara 1MK
No. 1 Jalan Kiara, Mont Kiara
50480 Kuala Lumpur

31 March 2026

Board of Directors:

Dato' Sri Wan Ahmad Najmuddin Bin Mohd	<i>(Independent Non-Executive Chairman)</i>
Ong Siew Min	<i>(Independent Non-Executive Director)</i>
Chen Chee Peng	<i>(Independent Non-Executive Director)</i>
Yong Ket Inn	<i>(Non-Independent Non-Executive Director)</i>
Tan Sik Eek	<i>(Executive Director)</i>

To : The Shareholders of NetX**Dear Sir/Madam,****PROPOSED SHAREHOLDERS' MANDATE**

1. INTRODUCTION

At the AGM of the Company held on 25 April 2025, the Company sought and obtained from its shareholders the general mandate for NetX Group to enter into RRPTs of a revenue or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for NetX Group's day to day operations. In accordance with the Listing Requirements, the aforesaid mandate shall lapse at the conclusion of the forthcoming Twenty-Fifth (25th) AGM of the Company unless authority for its renewal is obtained from the Shareholders.

On 25 March 2026, the Board of Directors of NetX announced that the Company has proposed to seek its shareholders' approval for the Proposed Shareholders' Mandate pursuant to Rule 10.09 of the Listing Requirements at the Twenty-Fifth (25th) AGM of the Company.

The purpose of this Circular is to provide you with the relevant information of the Proposed Shareholders' Mandate and to seek your approval for the Ordinary Resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming Twenty-Fifth (25th) AGM, which will be held on Tuesday, 19 May 2026 at 10.00 a.m. The notice of the Twenty-Fifth (25th) AGM, together with the Form of Proxy, is enclosed in the 2025 Annual Report of the Company for the financial year ended 30 November 2025.

SHAREHOLDERS OF NETX ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Rule 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPT(s) subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with an issued and paid-up capital which is less than RM60.0 million:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT(s) is 1% or more,

whichever is the lower.

- (c) the listed issuers' circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such directors or major shareholder, must not vote on the resolution to approve the RRPT(s). An interested director or interested major shareholder must also ensure that persons connected with him abstain from voting on the resolution approving the RRPT(s); and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT(s) entered into by the listed issuer, exceeds the estimated value of the RRPT(s) disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.1 Principal Activities of NetX Group

The principal activity of NetX is investment holding, while its subsidiaries and their principal activities are set out in the table below:

Name of Company	Percentage of shares held (%)	Principal Activities
<u>Direct Subsidiaries of NetX</u>		
Ariantec Sdn. Bhd.	100	Provision of turnkey solutions on the network infrastructure, security management and rental of EFTPOS terminals; general trading of all kinds of machinery and equipment.
e-FX Sdn. Bhd.	100	Provision of services relating to information technology, including trading of computer software and hardware and investing and trading in currencies and precious commodities.
Sungei Wang Holdings Sdn. Bhd.	100	Property and investment holding.
Sungei Wang Plaza Sdn. Bhd.	100	Property and investment holding; retail sale of any kind of product over the internet; wholesale and retail sale of alcoholic beverages.
GEM Pay Sdn. Bhd.	100	Provision of Master Merchant and subcontractor services.
First United Technology Limited	100	Provision of software licensing, maintenance and support services.
<u>Indirect Subsidiaries of NetX</u>		
* Subsidiaries of Ariantec Sdn. Bhd.		
GEM Live Sdn. Bhd.	100	Business of retail florists and gifting services; business relating to provision of lifestyle mobile app, claw machine distributor, management of local entertainment and key opinion leaders; business as advertising contractors, agents and designers.
NetX Digital Limited	100	Trading of information technology related hardware and software equipment.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.1 Principal Activities of NetX Group (Cont'd)

Name of Company	Percentage of shares held (%)	Principal Activities
Indirect Subsidiaries of NetX (Cont'd)		
* Subsidiaries of e-FX Sdn. Bhd.		
Mountain Money Sdn. Bhd.	100	Money services business.
* Subsidiary of GEM Pay Sdn. Bhd.		
Emicro Capital (M) Sdn. Bhd.	60	Investment holding company and management advisory.
* Subsidiary of GEM Live Sdn. Bhd.		
GEM Excite Sdn. Bhd.	60	Provision of all kinds of services relating to information technology; provision of the rental services for all types of machinery and equipment; retail sale of any kind of product over the internet.
* Subsidiary of NetX Digital Limited		
NetX Digital Taiwan Limited	100	Trading of information technology related hardware and software equipment.
* Subsidiaries of Emicro Capital (M) Sdn. Bhd.		
Estamp Solutions Sdn. Bhd.	100	Engaged in computer-programming activities; business of processing of documentation for business to business and business to consumer; sale of Motor Vehicles.
Emicro Services Sdn. Bhd.	100	Business of licensed moneylenders and other related services; Trading of motor vehicles.

Due to the diversity of NetX Group, it is anticipated that NetX Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 2.4 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek the shareholders' approval for the Proposed Shareholders' Mandate for NetX Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 below, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders. Such a mandate will enable the Group to enter into the RRPT(s) without the necessity, in most instances, to make an announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPT(s) will also be subject to the review procedures set out in Section 2.6 below.

2.2 Categories of RRPT(s)

The types of RRPT(s) to be covered by the Proposed Shareholders' Mandate include the following :

- (a) Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation, including supply of software and hardware, provision of software and hardware maintenance and support services

In the course of NetX Group's business, it is anticipated that NetX Group may enter into RRPT(s) by providing solutions on network infrastructure, security management, system design, system integration and installation, including supply of hardware, provision of software and hardware maintenance and support services to the Related Parties.

- (b) Provision of management services

In the course of NetX Group's business, it is anticipated that NetX Group may enter into RRPT(s) to provide share management services such as property management services, legal services or any shared services to and/or from the Related Parties.

- (c) Provision of advertising and media content management services

In the course of NetX Group's business, it is anticipated that NetX Group may enter into RRPT(s) to provide advertising and media content management services to the Related Parties.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.2 Categories of RRPT(s) (Cont'd)

(d) Provision of celebration events planning and gifting services

In the course of NetX Group's business, it is anticipated that NetX Group may enter into RRPT(s) to provide celebration events planning and gifting services to the Related Parties.

(e) Sales of any kind of machinery and equipment

In the course of NetX Group's business, it is anticipated that NetX Group may enter into RRPT(s) to provide and sales of any kind of machinery and equipment to the Related Parties.

The inclusion of the above mentioned transactions in the Proposed Shareholders' Mandate will facilitate such transactions by NetX Group with the Related Parties that arise in the normal course of operations of the Group in a more expeditious manner.

2.3 Validity Period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of NetX following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate is renewed;
- (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340 (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

Thereafter, approval from shareholders will be sought for the renewal of the Proposed Shareholders' Mandate.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties and Nature of RRPT(s)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

a) Proposed renewal of the shareholders' mandate which was approved by the shareholders at the last AGM of the Company held on 25 April 2025.

Related Party and its Principal Activities	NetX Group - Transacting Party	Nature of Transaction with NetX Group	Estimated value as disclosed in the previous Circular to Shareholders dated 27 March 2025*	Actual value from the date of the last AGM held on 25 April 2025 up to the LPD ^	Estimated value from LPD up to the date of the forthcoming AGM ^	Estimated value of transaction for the period from the forthcoming Twenty-Fifth (25 th) AGM to the next AGM *	Interested Directors and Major Shareholders, and the nature of their relationship with Related Party
Fintec Group – Technology incubation, investment holding, manufacturing and sale of rubber gloves, sale and production of microbiology fertiliser and probiotic effective microorganisms	NetX Group	Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation including supply of hardware such as network switches, WiFi access points, network routers, and network monitoring & security solutions, provision of software and hardware maintenance and support services by NetX Group	RM5,000,000	RM600,000	NIL	RM10,000,000	Fintec is a Major Shareholder of NetX with a shareholding of 20.68%. Mr. Tan Sikk Eek is the Executive Director and shareholder of NetX with a shareholding of 4.27%. He is also the Managing Director and shareholder of Fintec with a shareholding of 0.01%.
		Provision of management services such as property management services, legal services or any shared services by NetX Group	RM500,000	RM69,001	RM20,000	RM500,000	
		Provision of management services such as property management services, legal services or any shared services by NetX Group	RM150,000	NIL	NIL	RM150,000	
		Provision of celebration events planning and gifting services by NetX Group	RM1,000,000	NIL	NIL	RM1,000,000	
		Sales of any kind of machinery and equipment, including but not limited to, appliances and industrial machinery by NetX Group	RM5,000,000	NIL	NIL	RM5,000,000	
		Provision of advertising and media content management services by NetX Group	RM5,000,000	NIL	NIL	RM5,000,000	

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies: (Cont'd)

- b) Existing mandates on RRPTs which approval have been obtained at the last AGM and the renewal of mandate is not being sought during the forthcoming AGM are as follows:

Related Party and its Principal Activities	NetX Group - Transacting Party	Nature of Transaction with NetX Group	Estimated value as disclosed in the previous Circular to Shareholders dated 27 March 2025	Actual value transacted (from the date of AGM on 25 April 2025 to the LPD)
Fintec Group – Technology incubation, investment holding, manufacturing and sale of rubber gloves, sale and production of microbiology fertiliser and probiotic effective microorganisms	NetX Group	Sales of glove products to NetX Group	RM1,500,000	NIL
Symphony Group@ – Property Development and Investment, Property Management and Management Services, and Quarrying and Construction	NetX Group	Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation, including supply of hardware such as network switches, WiFi access points, network routers, and network monitoring & security solutions, provision of software and hardware maintenance and support services by NetX Group	RM5,000,000	NIL
		Sales of any kind of machinery and equipment, including but not limited to, appliances and industrial machinery by NetX Group	RM5,000,000	NIL
		Provision of property agent services by NetX Group	RM5,000,000	NIL
		Provision of advertising and media content management services by NetX Group	RM5,000,000	NIL
XOX Group@ – Mobile telecommunication, fintech, mobile application, mobile cellular, wireless telecommunication	NetX Group	Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation, including supply of hardware such as network switches, WiFi access points, network routers, and network monitoring & security solutions, provision of software and hardware maintenance and support services by NetX Group	RM5,000,000	NIL
		Provision of mobile and wireless telecommunication products and services to NetX Group	RM250,000	NIL

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies: (Cont'd)

- b) Existing mandates on RRPTs which approval have been obtained at the last AGM and the renewal of mandate is not being sought during the forthcoming AGM are as follows:

Related Party and its Principal Activities	NetX Group - Transacting Party	Nature of Transaction with NetX Group	Estimated value as disclosed in the previous Circular to Shareholders dated 27 March 2025	Actual value transacted (from the date of AGM on 25 April 2025 to the LPD)
XOX Group@ – Mobile telecommunication, fintech, mobile application, mobile cellular, wireless telecommunication (Cont'd)	NetX Group	Provision of management services such as property management services, legal services or any shared services by NetX Group Provision of advertising and media content management services by NetX Group Provision of advertising and media content management services to NetX Group Provision of celebration events planning and gifting services by NetX Group	RM250,000 RM5,000,000 RM5,000,000 RM1,000,000	NIL NIL NIL NIL
Mlabs Group@ – Research and development of mobile applications and software, trading of multimedia video conferencing system and equipment, e-commerce, kitchen appliances, food and beverage, event management, employment sourcing and training services, business management consultancy, trading of household appliances, computer hardware, software and peripherals and film production	NetX Group	Sales of any kind of machinery and equipment, including but not limited to, appliances and industrial machinery by NetX Group Provision of Blockchain & Digital Assets Advisory Services, Fintech Technology Research & Development, High-Frequency & Quant Trading Solutions, Investment Managed Account Services by Mlabs Group Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation, including supply of hardware such as network switches, WiFi access points, network routers, and network monitoring & security solutions, provision of software and hardware maintenance and support services by NetX Group	RM5,000,000 RM2,000,000 RM5,000,000	NIL NIL RM600,000

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies: (Cont'd)

- b) Existing mandates on RRPTs which approval have been obtained at the last AGM and the renewal of mandate is not being sought during the forthcoming AGM are as follows:

Related Party and its Principal Activities	NetX Group - Transacting Party	Nature of Transaction with NetX Group	Estimated value as disclosed in the previous Circular to Shareholders dated 27 March 2025	Actual value transacted (from the date of AGM on 25 April 2025 to the LPD)
Mlabs Group@ – Research and development of mobile applications and software, trading of multimedia video conferencing system and equipment, e-commerce, kitchen appliances, food and beverage, event management, employment sourcing and training services, business management consultancy, trading of household appliances, computer hardware, software and peripherals and film production (Cont'd)	NetX Group	Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation, including supply of hardware such as network switches, WiFi access points, network routers, and network monitoring & security solutions, provision of software and hardware maintenance and support services to NetX Group Renting of office premises and/or retail lots to Mlabs Group % (i) Provision of software development and maintenance, website maintenance, cloud related services, video conferencing services and related products or services by NetX Group Provision of software development and maintenance, website maintenance, cloud related services, video conferencing services and related products or services to NetX Group Provision of management services such as property management services, legal services or any shared services to NetX Group Provision of management services such as property management services, legal services or any shared services by NetX Group Provision of celebration events planning and gifting services by NetX Group	RM5,000,000 RM200,000 RM10,000,000 RM10,000,000 RM100,000 RM150,000 RM1,000,000	NIL RM118,271 NIL RM106,728 RM325 NIL NIL

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies: (Cont'd)

b) Existing mandates on RRPTs which approval have been obtained at the last AGM and the renewal of mandate is not being sought during the forthcoming AGM are as follows:

Related Party and its Principal Activities	NetX Group - Transacting Party	Nature of Transaction with NetX Group	Estimated value as disclosed in the previous Circular to Shareholders dated 27 March 2025	Actual value transacted (from the date of AGM on 25 April 2025 to the LPD)
Mlabs Group@ – Research and development of mobile applications and software, trading of multimedia video conferencing system and equipment, e-commerce, kitchen appliances, food and beverage, event management, employment sourcing and training services, business management consultancy, trading of household appliances, computer hardware, software and peripherals and film production (Cont'd)	NetX Group	Sales of any kind of machinery and equipment, including but not limited to, appliances and industrial machinery by NetX Group Provision of research and development of mobile applications and software platforms by Mlabs Group, including but not limited to multimedia video conferencing system and equipment Distribution and supply of alcoholic beverages and provision of event management by Mlabs Group Wholesale of household appliances, computer hardware, software and peripherals by Mlabs Group, including but not limited to multimedia video conferencing system and equipment Provision of employment sourcing and provide all types of training for the works; and business management consultancy services by Mlabs Group Provision of advertising and media content management services, both offline and online, including Digital Out-of-Home (DOOH) advertising, by NetX Group # Provision of advertising and media content management services, including digital creative solutions and online content, to NetX Group #	RM5,000,000 RM1,000,000 RM1,000,000 RM5,000,000 RM500,000 RM5,000,000 RM5,000,000	NIL NIL NIL RM970 RM2,100 RM2,000,000 NIL

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies: (Cont'd)

Notes on the Nature of Transaction:

- ^ The percentage ratio of the RRPT from the date of the last AGM held on 25 April 2025 until the date of the forthcoming AGM will be less than 5%.
- * The estimated values are calculated based on the historical data and the best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and is subject to changes.
- # NetX, an advertising agency specialising in both offline and online services, is expected to engage Mlabs for its digital creative solutions and online content services. Whereas, NetX Group will provide Mlabs with its Digital Out-of-Home (DOOH) advertising services.
- @ As the interested directors have no other interested relationships in the transactions entered with the Related Party other than their common directorships in respective companies, pursuant thereto, the transactions entered with the Related Party is not deemed as RRPT(s)/related party transaction pursuant to Rule 10.08(1)(c) of the Listing Requirements of Bursa Securities.
- % As at LPD, the details of the properties rented by/to NetX Group to/by the Related Parties are as follows, of which the rental is payable on an equal pro-rated monthly basis:

Notes	Description (1)	Postal Address	Total Areas (Sq. Ft.)	Rental Value per Month	Period of Tenancy	Ownership
(i)	Ground Floor, 1-G (Shop house/Office Lot)	1-G, Street Wing, Sunsuria Avenue, Persiaran Mahogani, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor	728	RM1,600.00	1 April 2026 to 31 March 2027	Ariantec Sdn. Bhd., a wholly-owned subsidiary of NetX
	Level 1, 1-1 (Shop house/Office Lot)	1-1, Street Wing, Sunsuria Avenue, Persiaran Mahogani, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor	1,506.95	RM2,000.00	1 October 2025 to 30 September 2027	Ariantec Sdn. Bhd., a wholly-owned subsidiary of NetX
	Level 2, 1-2 (Shop house/Office Lot)	1-2, Street Wing, Sunsuria Avenue, Persiaran Mahogani, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor	3,013.89	RM5,000.00	1 October 2025 to 30 September 2028	Ariantec Sdn. Bhd., a wholly-owned subsidiary of NetX

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.5 Amount Due and Owing Under Recurrent Related Party Transactions

As at LPD, there is no amount due and owing to NetX Group which has exceeded the credit term given arising from the RRPT(s) as per Section 2.4.

2.6 Review Methods or Procedures for the Recurrent Related Party Transactions

NetX Group has established various methods and procedures to ensure the RRPT(s) are undertaken on arms' length and on transaction prices and normal commercial terms, which are consistent with NetX Group's usual business practices and policies, and which are not more favourable to the Related Parties than those extended to the public and are not detrimental to the minority shareholders.

The review and disclosure procedures are as follows:

- (a) the Related Parties, interested Directors and persons connected will be advised that they are subject to the shareholders' mandate and will also be advised of the review and disclosure procedures;
- (b) the transaction prices, terms and conditions which are market driven are to be determined at arms' length on a customer/supplier relationship basis at mutually agreed rates after due consideration of benefits to be derived from the transaction, under similar commercial terms for transactions with unrelated third parties, which depend on demand and supply, quality, level of service and other related factors;
- (c) some transactions may be on a cost recovery basis, being recovery of part of the costs for sharing or provision of some services or on a negotiated basis where both parties would contract on terms which are mutually acceptable and beneficial;
- (d) the management of the NetX Group is cognisant that all RRPT(s) are required to be undertaken on an arm's length basis and on normal commercial terms. Where practicable and feasible, quotations and/or tenders will be obtained from at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities and will be used as a comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there have not been any similar or substantially similar transactions between NetX Group and unrelated third parties, the terms of the transactions for the products or services and the transaction price will be in accordance with the usual business practices of the Group to ensure that the RRPTs is not detrimental to the NetX Group;
- (e) where RRPT(s) is one with a value equal to or in excess of RM1.0 million or 1% of NetX's NA based on the latest audited consolidated financial statement of NetX (whichever is higher), it will be reviewed by the ARMC and recommended to be approved by the Board of Directors who has no interest in the transaction. Where the RRPT(s) is one with a value below RM1.0 million or 1% of NetX's NA based on the latest audited consolidated financial statement of NetX (whichever is higher), it will be reviewed and approved by any 1 of the Executive Director or the Board members who has no interest in the transaction;
- (f) if a member of the Board or of the ARMC has an interest, as the case may be, he/she shall declare their interest in the transaction and abstain from any decision making by the Board or ARMC in respect of the said transactions;
- (g) the ARMC shall, amongst others, review any RRPT(s) and conflict of interest situation that may arise within the Group, including any transaction procedures or course of conduct that raises questions of management integrity;
- (h) records will be maintained by the respective companies to capture all RRPT(s) which are entered pursuant to the shareholders' mandate;
- (i) the ARMC shall review on a quarterly basis any related party transaction that may arise within the Company or the Group to ensure that such transactions will be carried out at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public and on terms not detrimental to the minority shareholders;
- (j) the Board and ARMC shall review the internal audit reports to ascertain that the guidelines and procedures to monitor RRPT(s) have been complied with; and
- (k) the Board shall have overall responsibility for the determination of the review procedures. If a member of the Board and ARMC has an interest in the transaction to be reviewed by the Board and ARMC, as the case may be, he will abstain from any decision making by the Board or ARMC in respect of the said transaction.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

2.7 Statement by the ARMC

The ARMC has the overall responsibility of determining whether the procedures for reviewing all RRPT(s) are appropriate. The ARMC will review and ascertain at least once a year whether the procedures established to monitor RRPT(s) have been complied with. If it is determined that the procedures stated in Section 2.6 are inadequate to ensure that (i) the RRPT(s) will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The ARMC will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without shareholders' approval, provided that they are more stringent than the existing limits or procedures.

The ARMC will review the existing procedures and processes on an annual basis and as and when required, to ensure that the RRPT(s) are at all times carried out on commercial terms consistent with NetX Group's usual business practices and policies.

The ARMC of the Company has reviewed the procedures and processes stated in Section 2.6 above and is satisfied that the said procedures and processes are sufficient to ensure that the RRPT(s) will be carried out on commercial terms consistent with NetX Group's usual business practices and policies and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders. Any member of the ARMC who is interested in any transaction shall abstain from reviewing and deliberating on such transaction.

The ARMC is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises.

2.8 Disclosure of Recurrent Related Party Transactions

Disclosure will be made in the annual report of the Company in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT(s) entered into during the financial year based on the following information:

- (a) the type of the RRPT(s) made; and
- (b) the names of the Related Parties involved in each type of the RRPT(s) made and their relationships with NetX Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Shareholders' Mandate has been obtained.

3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable NetX Group to carry out RRPT(s) necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transactions. This will substantially reduce the expenses, time and other resources associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channelled towards attaining other corporate objectives.

The RRPT(s) carried out within NetX Group create mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPT(s) are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close co-operation and a good understanding of each other's business needs, thus providing a platform where all parties can benefit from conducting the RRPT(s).

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any material effect on the share capital of the Company, as well as the consolidated NA, gearing, EPS and the shareholdings of the Substantial Shareholders of NetX.

5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED TO THEM

As at LPD, the direct and indirect interests of the Directors, Major Shareholders and/or Chief Executive of NetX and/or persons connected to them who are interested and/or do not consider themselves independent in the RRPT(s) are as follows:

	Direct		Indirect	
	No. of NetX Shares	%	No. of NetX Shares	%
Directors				
Tan Sik Eek	40,000,000	4.27	-	-
Major Shareholders				
Fintec Global Berhad	-	-	193,990,000 ^(a)	20.68
Fintec Global Limited ^(b)	193,990,000	20.68	-	-

Notes:

^(a) Deemed interested by virtue of its interest in Fintec Global Limited pursuant to Section 8 of the Act.

^(b) Fintec Global Limited is a subsidiary of Fintec Global Berhad.

Accordingly, Mr. Tan Sik Eek ("Interested Director") has abstained and will continue to abstain from all deliberations and voting on matters relating to the Proposed Shareholders' Mandate at Board meetings and will abstain from voting in respect of his direct and/or indirect shareholdings in NetX at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate.

Fintec Global Berhad and Fintec Global Limited (collectively as "Interested Major Shareholders") will abstain from voting in respect of their direct and/or indirect shareholdings in NetX at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate.

The above Interested Director and Interested Major Shareholders have undertaken that they shall ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed Shareholders' Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders or persons connected with Directors and/or Major Shareholders of NetX have any interest, directly or indirectly, in the Proposed Shareholders' Mandate.

6. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming Twenty-Fifth (25th) AGM to be convened.

7. DIRECTORS' RECOMMENDATION

The Directors of NetX (save for Mr. Tan Sik Eek) having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and accordingly, the Board (save for Mr. Tan Sik Eek) recommended that the shareholders of NetX vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming Twenty-Fifth (25th) AGM of the Company.

8. ANNUAL GENERAL MEETING

The ordinary resolution to vote on the Proposed Shareholders' Mandate is set out in the Notice of the Twenty-Fifth (25th) AGM contained in the 2025 Annual Report of the Company. The Twenty-Fifth (25th) AGM will be held on a hybrid mode at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan ("Meeting Venue") and virtually by way of electronic means via online meeting platform at <https://bit.ly/NetX-AGM> ("Online Platform") on Tuesday, 19 May 2026 at 10.00 a.m. The Notice of the Twenty-Fifth (25th) AGM, together with the Form of Proxy, are set out in the 2025 Annual Report of the Company, which is dispatched together with this Circular.

If you are unable to attend and vote in person at the AGM, you may complete, sign and return the Form of Proxy enclosed in the 2025 Annual Report in accordance with the instructions printed therein as soon as possible so as to arrive at the Share Registrar Office of the Company, ShareWorks Sdn. Bhd., at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via e-mail at ir@shareworks.com.my, not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. The lodging of the Form of Proxy will not preclude you from attending the AGM and voting in person should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully

For and on behalf of the Board

NETX HOLDINGS BERHAD

DATO' SRI WAN AHMAD NAJMUDDIN BIN MOHD

Independent Non-Executive Chairman

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of NetX, who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm 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 misleading or incorrect.

2. MATERIAL CONTRACTS

Save as disclosed below, neither NetX nor its subsidiaries have entered into any contract which is or may be material (not being contracts entered into in the ordinary course of business of the Company or any of its subsidiaries), during the 2 years immediately preceding the date of this Circular:

- (a) On 28 June 2024, Emicro Services Sdn. Bhd. ("Emicro") has entered into a Redeemable Non-Convertible Preference Shares Subscription Agreement ("SSA") with Globetronics Manufacturing Sdn. Bhd. ("GMSB") for the subscription of up to 5,000,000 Redeemable Non-Convertible Preference Shares ("RPS") by GMSB in Emicro at the issue price of RM1.00 per RPS for a total consideration of RM5,000,000 only, subject to the terms and conditions as stipulated in the SSA. The said transaction has been completed on 31 July 2024.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

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

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 22-09, Menara 1MK, No. 1 Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur, during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the Twenty-Fifth (25th) AGM:

- (a) The Constitution of NetX;
- (b) The material contracts referred in Section 2 of this Appendix I; and
- (c) The audited financial statements of NetX Group for the financial year ended 30 November 2024 and 30 November 2025.

EXTRACT OF THE NOTICE OF TWENTY-FIFTH (25TH) AGM

7. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")
**Ordinary
Resolution 6**

"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 March 2026 for the purposes of Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:

- (i) the transactions are necessary for the day-to-day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340 (2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

- (iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:
 - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
 - (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,
 whichever is the lower;

and amongst others, based on the following information:

- (a) the type of Recurrent Related Party Transactions made; and
- (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with NetX Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

