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

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COMINTEL CORPORATION BHD

(Company No. 630068-T)

(Incorporated in Malaysia under the Companies Act, 2016)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

- (I) PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**
- (II) PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")**

The resolutions in respect of the above Proposals will be tabled as Special Business at the Fifteenth ("15th") Annual General Meeting ("AGM") of the Company. Notice of the AGM together with the Form of Proxy is set out in the 2018 Annual Report of the Company dispatched together with this Circular.

Date and time of AGM	: Tuesday, 3 July 2018 at 10.00 a.m.
Place of AGM	: Classics 2, Holiday Villa Subang No. 9, Jalan SS12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan

The Form of Proxy should be lodged at the office of 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 or at its Customer Service Centre situated at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time stipulated for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

This Circular is dated 31 May 2018

DEFINITIONS

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

“Act”	:	Companies Act, 2016 as amended from time to time and any re-enactment thereof
AGM”	:	Annual General Meeting
“Board”	:	The Board of Directors of Comcorp
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
Code	:	Malaysian Code on Take-Overs and Mergers 2010, and any amendments made thereto from time to time
“Comcorp” or “the Company”	:	Comintel Corporation Bhd (Company No. 630068-T)
“Comcorp Group” or “the Group”	:	Comintel Corporation Bhd and its subsidiaries
“Constitution”	:	Constitution of the Company
“Comintel”	:	Comintel Sdn Bhd (Company No. 129234-K)
“director(s)”	:	Shall have the meaning given in Section 2 of the Act and includes any person occupying the position of director of a corporation by whatever name called and includes a person in accordance with whose directions or instructions the majority of directors of a corporation are accustomed to act and an alternate or substitute director.
“Director”	:	The directors for the time being of Comcorp
“EPS”	:	Earnings per Share
“GWM”	:	Green Waste Management Sdn Bhd (Company No. 1252366-V)
“Interested Party”	:	Tan Sri Dato’ Samshuri bin Arshad
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities including any amendments made thereto from time to time and any Practice Notes issued in relation thereto
“major shareholder”	:	Includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, has an interest or interests in one or more voting shares in Comcorp (or any other company which is its subsidiary) and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the company; or (b) equal to or more than 5% of the aggregate of the nominal amounts of all the 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

DEFINITIONS (CONT'D)

“Principal Adviser”	:	Has the meaning given in the SC’s Principal Adviser Guidelines
“Proposals”	:	Proposed shareholders’ mandate for recurrent related party transactions of a revenue or trading nature and Proposed renewal of authority for Share Buy-Back, collectively.
“Proposed Share Buy-Back”	:	Proposed renewal of authority for the Company to purchase its own shares
“Proposed Shareholders’ Mandate”	:	The proposed shareholders’ mandate for the RRPTs described in Section 2 of this Circular
“Purchased Shares”	:	Comcorp Shares purchased pursuant to the Proposed Share Buy-Back
“RRPT”	:	Recurrent related party transaction
“recurrent related party transaction”	:	Related party transactions involving recurrent transaction of a revenue or trading nature necessary for the day-to-day operations of Comcorp Group in the ordinary course of business
“related party”	:	A director or major shareholder of Comcorp or any of its subsidiaries or a person connected with such director or major shareholder
“RPT”	:	Related party transaction
“related party transaction”	:	A transaction entered into by the Comcorp Group which involves the interests, direct or indirect, of a related party
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission

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

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

Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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COMINTEL CORPORATION BHD

(CO. NO. 630068-T)

(Incorporated in Malaysia under the Companies Act, 2016)

Registered Office:

No. 37, Jalan Pelukis U1/46
Section U1
Temasya Industrial Park
40150 Glenmarie Shah Alam
Selangor Darul Ehsan

31 May 2018

THE BOARD OF DIRECTORS

Tan Sri Dato' Samshuri bin Arshad	(Independent Non-Executive Chairman)
Mr Leng Keng Hok @ Lim Keng Hock	(Managing Director)
Mr Wong Mun Wai	(Independent Director)
Ms Lee Chai Bee	(Independent Director)
Mr Chong Chun Chieh	(Independent Director) (Appointed on 26 April 2018)

To: The Shareholders of Comintel Corporation Bhd

Dear Sir/Madam

(I) PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

(II) PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")

1. INTRODUCTION

On 8 May 2018, the Company announced to Bursa Securities that it is proposing to seek the approval of its shareholders for the Proposals at the forthcoming AGM of the Company.

At the Fourteenth ("14th") AGM of the Company held on 19 June 2017, the shareholders had approved the following ordinary resolutions in respect of the proposals:

- (I) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")
- (II) Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Share Buy-Back")

The abovesaid proposals will lapse at the conclusion of the forthcoming AGM of the Company scheduled to be held on Tuesday, 3 July 2018, unless approval for its renewal is obtained from the shareholders of the Company.

The purpose of this Circular is to provide the shareholders of the Company with details of the Proposals and to seek the approval of the shareholders for the Proposals to be tabled as Special Business at the forthcoming AGM of the Company.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Background

The approval for renewal of general mandate will permit the Comcorp Group to enter into all recurrent related party transactions of a revenue or trading nature with the classes of related parties which are necessary for day to day operations in the ordinary course of business and on terms not more favourable to the related parties than those generally available to the public.

Paragraph 10.08 of the Listing Requirements provides that an immediate announcement of a RPT must be made and that where any one of the percentage ratios of a RPT is 5% or more or below 25%, the Company must comply with the following:

- (a) a circular must be sent to its shareholders;
- (b) obtain its shareholders' approval of the transaction in general meeting; and
- (c) appoint an independent adviser.

Paragraph 10.08 of the Listing Requirements further states that in the event that any one of the percentage ratios of a RPT is 25% or more, the Company, in addition to (a) and (b) above, must appoint a main adviser, who is a Principal Adviser, before the terms of the transaction can be agreed upon.

However, paragraph 10.09 of the Listing Requirements provides that the Company may seek shareholders' mandate for related party transactions which are recurrent, of a revenue or trading nature and which are necessary for its day-to-day operations or its subsidiaries, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year, where the aggregate value, in relation to the Company with an issued and paid-up share capital of RM70 million, is as follows:
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1 million or more; or
 - (ii) the percentage ratio of such aggregated transactions is 1% or more,whichever is lower;
- (c) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder and interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (d) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value disclosed in the Circular by 10% or more.

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

2.1 Background (Cont'd)

The Proposed Shareholders' Mandate, if approved by the shareholders of Comcorp at the forthcoming AGM, will take effect from the date of the passing of the ordinary resolution containing the Proposed Shareholders' Mandate until:

- (a) the conclusion of the next AGM of the Company; or
- (b) the expiry of the period within which the next AGM is required to be held pursuant to section 340(1) of the Act (but shall not extend to such extensions as may be allowed pursuant to section 340(4) of the Act); or
- (c) any revocation or variation by resolution passed by the shareholders in general meeting;

whichever is the earliest.

Transactions entered into between Comcorp (or any of its wholly-owned subsidiaries) and any of its wholly-owned subsidiaries are excluded from the requirements of paragraph 10.08, 10.09 and PN12 of the Listing Requirements.

2.2 Principal Activities of the Comcorp Group

The Company is primarily an investment holding company. The principal activities of its subsidiaries and associated company are as follows:

Name	Effective Equity Interest (%)	Principal activities
Subsidiaries of Comcorp		
Comintel	100	Turnkey engineering design and integration, programme management, installation and commissioning as well as investment holding
PT. Intelcom Indonesia	80	Turnkey engineering design and integration, programme management, installation and commissioning and investment holding and carrying out business in renewable and green technology products and other energy efficient solutions
GWM	100	To provide engineering, procurement, construction and programme management services for green waste management and waste-to-energy solutions.
Comintel Green Technologies Sdn Bhd	50.60	Carry out business in renewable and green technology products and other energy efficient solutions
Subsidiaries of Comintel		
Indusmatic Corporation Sdn Bhd	100	Provision of R&D services and dealers in all kinds of telecommunication and electronic equipment and the provision of related services
Comintel (HK) Limited (Incorporated in Hong Kong, SAR)	100	Trading of electronics, engineering and telecommunication equipment and the provision of related services

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

2.2 Principal Activities of the Comcorp Group (Cont'd)

The Company is primarily an investment holding company. The principal activities of its subsidiaries and associated company are as follows: (Cont'd)

Name	Effective Equity Interest (%)	Principal activities
Subsidiaries of Comintel (Cont'd)		
Comintel Mobility Sdn Bhd	100	Providing services for mobile applications, hosted mobile devices management platform and as a Mobile Virtual Network Operator
Comintel Tech Services Sdn Bhd	100	Electronic systems testing and repair, development of test programs and provision of integrated logistic support
Comintel Green Technologies Sdn Bhd	19.40	Carry out business in renewable and green technology products and other energy efficient solutions

2.3 Classes of Related Party

Classes of related parties whose interest, direct or indirect, is involved in transactions comprising the RRPTs are:

(a) Gallant Guard Services Sdn Bhd (a company connected to a Director)

Gallant Guard Services Sdn Bhd provides security services to the premises of Comcorp located at No. 37, Jalan Pelukis U1/46, Section U1, Temasya Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan. It is a related party through Tan Sri Dato' Samshuri bin Arshad who is the Chairman of Comcorp and who holds a direct interest of 0.36% in Comcorp.

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

2.4 The Nature of Transactions contemplated under the Proposed Shareholders' Mandate

All the RRPTs covered by the Proposed Shareholders' Mandate are in the ordinary course of business as follows:

RRPTs

No.	Contracting Parties		Nature of Transaction	Interested Party	2018 Mandate Estimated value of transaction pursuant to 2017 Mandate (RM'000)	2017 Mandate (As per Circular dated 19 June 2017)	
	Supplier	Recipient				Estimated value of transaction disclosed in 2018 Mandate (RM'000)	Actual value of transaction conducted pursuant to 2017 Mandate as at 19 June 2017 (RM'000)
1.	Gallant Guard Services Sdn Bhd	Comintel	Provision of security services	Tan Sri Dato' Samshuri bin Arshad	150	150	108

(a) Estimated values of RRPTs

The estimated value of the transaction was arrived based on the forecast sales/purchases to be undertaken from the date of the AGM to the date of the next AGM and the actual value may therefore vary and is subject to change. The aggregate or actual value of this transaction may exceed the estimated amounts over the said period.

(b) Amount due and owing by the Related Parties

There are no amounts due and owing by the Related Parties pursuant to the RRPTs which exceeded the credit terms as at 31 January 2018.

2.5 Review Procedures for the RRPTs

The Group has set up its internal control systems which cover, amongst other things, the following methods and procedures to ensure all RRPT are undertaken on an arm's length basis, on normal commercial terms transaction prices and are on terms not more favourable to the related parties than those generally available to third parties or the public, and are not detrimental to the minority shareholders:

- (a) The management of the Company will regularly review its Group structure, with a view to identifying companies and other entities which fall within the ambit of a related party and will inform all key personnel, heads of departments and Directors accordingly.

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

2.5 Review Procedures for the RRPTs (Cont'd)

- (b) The transaction prices and terms are determined based on the prevailing market rates which are determined by market forces, demand and supply, specifications and other relevant or related factors. At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as 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.
- (c) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms in order to ensure that the RRPT is not detrimental to the Company or the Group.
- (d) Records will be maintained by the Company to capture all RRPTs entered into and the bases upon which they are entered into.
- (e) The annual internal audit plan shall incorporate a review of all RRPTs to ensure that the relevant approvals have been obtained and the review procedures in respect of all such transactions are adhered to. In the event of any discrepancies, proper steps would be taken to rectify them accordingly. The external auditors shall also review all RRPTs as part of their work scope.
- (f) The Board of Directors and the Audit Committee shall have overall responsibility for the determination of the review procedures with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. Any member of the Board or of the Audit Committee having any interest, direct or indirect, in any RRPTs shall abstain from any decision making by the Board or the Audit Committee in respect of such transactions.
- (g) There are no specific thresholds for approval of RRPTs within the Comcorp Group. However, all RRPTs will be reviewed by the Audit Committee and approved by the Board.

2.6 Benefits of the RRPTs and Rationale of the Proposed Shareholders' Mandate

The Group has a long and established business relationship with the related party, Gallant Guard Services Sdn Bhd, and such RRPTs as have been entered into have met the Group's business needs at the best commercial terms obtainable.

The position of the interested party, Tan Sri Dato' Samshuri bin Arshad, as Chairman of the related party, Gallant Guard Services Sdn Bhd, can provide leverage to ensure that a high standard of service is given by the related party in the interests of the Group and the RRPT will be transacted on terms not less favourable to the Group than those obtainable from the public or other unrelated third parties who provide similar services.

The rationale for the Proposed Shareholders' Mandate is so that the RRPTs can be carried out for the benefit of the Group without the interruption and possible lost business opportunities which may otherwise ensure if approval were to be required from the shareholders for each individual transaction.

The Proposed Shareholders' Mandate is sought within the bounds of the Listing Requirements.

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

2.7 Audit Committee Statement

The Audit Committee have considered the procedures mentioned in Section 2.5 above and are of the view that the said processes and procedures are :

- (a) adequate and sufficient to monitor, track and identify RRPTs in a timely and orderly manner and, if necessary, may request internal audit to review these processes and procedures; and
- (b) sufficient to ensure the RRPTs are not more favourable to related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company. These processes and procedures are reviewed by the Audit Committee every quarterly.

2.8 Directors' and Major Shareholders' Interest

No director or major shareholder and no person connected with any such director or major shareholder as defined in the Listing Requirements has any interest, direct or indirect, in any of the RRPTs, the subject of the Proposed Shareholders' Mandate other than the Interested Party. In addition, the Interested Party have undertaken to ensure that they and any person connected with them shall abstain from voting on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM in respect of their direct or indirect shareholdings in the Group. Tan Sri Dato' Samshuri bin Arshad has abstained and will continue to abstain at Board deliberations and voting pertaining to the Proposed Shareholders' Mandate.

The direct and indirect shareholdings of the Interested Party in Comcorp as at 8 May 2018 are as follows:-

Name	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Sri Dato' Samshuri bin Arshad	500,000	0.36	-	-

3. PROPOSED SHARE BUY-BACK

3.1 Details of the Proposed Share Buy-Back

At the Fourteenth ("14th") AGM of the Company held on 19 June 2017, the Company had obtained its shareholders' approval to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company for the time being ("Authorisation"). In accordance with Chapter 12 of the Listing Requirements, the existing Authorisation will lapse at the conclusion of the forthcoming AGM of the Company scheduled to be held on Tuesday, 3 July 2018, unless the approval is renewed.

On 8 May 2018, the Company announced to Bursa Securities that it is proposing to seek the approval of its shareholders at its forthcoming Fifteenth ("15th") AGM for the renewal of authority for the Proposed Share Buy-Back.

The present total issued and paid-up share capital of the Company is RM70 million comprising of 140 million ordinary shares of RM0.50 each. There was no purchase, resale or distribution as share dividend to shareholders in the previous 12 months preceding the date of this statement.

3. PROPOSED SHARE BUY-BACK (CONT'D)

3.1 Details of the Proposed Share Buy-Back (Cont'd)

The approval from the shareholders for the Proposed Share Buy-Back will be effective immediately upon the passing of the ordinary resolution to be tabled at the forthcoming AGM of the Company relating to the Proposed Share Buy-Back and will continue to be in force until:

- (i) the conclusion of the next AGM of the Company; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) it is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

The approval from the shareholders for the Proposed Share Buy-Back does not impose an obligation on the Company to purchase its own Shares but rather it will allow the Board to exercise their power to purchase Comcorp Shares at any time within the above time period.

The Company is allowed to deal with the Purchased Shares in the following manner:

- (i) to cancel the Purchased Shares; or
- (ii) to retain the Purchased Shares as treasury shares; or
- (iii) to retain part of the Purchased Shares as treasury shares and cancel the remainder; or
- (iv) to distribute the treasury shares as dividends to shareholders and/or resell on the Bursa Securities and/or cancel all or part of them.

An immediate announcement will be made to Bursa Securities in respect of the buying of the Purchased Shares, resale of Purchased Shares, cancellation of Purchased Shares, distribution as share dividends and the intention of the Directors to either retain the Purchased Shares as treasury shares or cancel them or a combination of both following any transaction executed pursuant to the authority under the Proposed Share Buy-Back. While the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in other distribution and otherwise are suspended, and the Purchased Shares shall not be taken into account in calculating the number of percentage of shares or of a class of shares in the Company for any purposes including determination of substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at meetings of the shareholders.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the amount of retained profits and/or share premium account of the Company. The share premium account as at 31 January 2018 is approximately RM 25.7 million.

The Proposed Share Buy-Back is subject to compliance with Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.

3. PROPOSED SHARE BUY-BACK (CONT'D)

3.1 Details of the Proposed Share Buy-Back (Cont'd)

Pursuant to the Listing Requirements, the Company shall purchase its own ordinary shares on Bursa Securities at a price which is not more than 15% above the weighted average market price for the 5 market days immediately preceding the date of purchase. Comcorp may only re-sell the treasury shares at:

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

3.2 Funding for the Proposed Share Buy-Back

The Board proposes to allocate a maximum amount not exceeding the retained profits and/or the share premium account of the Company for the purpose of the Proposed Share Buy-Back. The share premium account of the Company as at 31 January 2018 is approximately RM 25.7 million. However, if the Company receives dividend payments from its subsidiaries, the retained profits may increase. Any buy-back in excess of the audited retained profits shall be based on the retained profits certified by the auditors.

The funding of the Proposed Share Buy-Back will be sourced from internally generated funds and/or bank borrowings, the proportion of which will depend on the quantum of purchase consideration as well as the availability of internally generated funds and borrowings and repayment capabilities of the Company at the time of purchase. In the event that the Proposed Share Buy-Back is to be partly financed by bank borrowings, the Board will ensure that the Company will have sufficient funds to repay such borrowings and that the repayment would not have any material effect on the cash flow of the Group.

3.3 Rationale for the Proposed Share Buy-Back

The Proposed Share Buy-Back will enable the Company to utilise its financial resources not immediately required for use, to purchase its own Shares. The Proposed Share Buy-Back may enhance the EPS and reduce the liquidity level of the Shares of the Company in Bursa Securities, which generally shall have a positive impact on the market price of the Shares of the Company. Other potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:

- (a) to allow the Company to take preventive measures against speculation particularly when its Shares are undervalued which would in turn stabilise the market price of the Shares and hence, enhance investors' confidence;
- (b) when the Shares bought back by the Company are cancelled, shareholders of the Company are likely to enjoy an increase in the value of their investment in the Company as the net EPS of the Company and the Group will increase proportionately; and
- (c) the Purchased Shares may be held as treasury shares and distributed to shareholders as dividends and/or resold in the open market with the intention of realising a potential capital gain if the Purchased Shares are resold at price(s) higher than their purchase price(s).

3. PROPOSED SHARE BUY-BACK (CONT'D)

3.3 Rationale for the Proposed Share Buy-Back (Cont'd)

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

- (a) the Proposed Share Buy-Back will reduce the financial resources of the Group and may result in the Group foregoing better investment opportunities that may emerge in the future; and
- (b) as the Proposed Share Buy-Back can only be made out of retained profits and/or share premium account of the Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

The Proposed Share Buy-Back may reduce the financial resources of the Group, but since the amount is not substantial, the Board is of the view that the Proposed Share Buy-Back will not affect the furtherance of the Group's business or payment of dividends by the Company. Nevertheless, the Board will be mindful of the interest of Comcorp and its shareholders in undertaking the Proposed Share Buy-Back and in the subsequent cancellation of the Shares purchased.

3.4 Effects of the Proposed Share Buy-Back

The effects of the Proposed Share Buy-Back are as follows:

(a) Share Capital

The effect of the Proposed Share Buy-Back on the share capital of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

The Proposed Share Buy-Back will result in the reduction of the issued and paid-up share capital of the Company if the Purchased Shares are cancelled. The proforma effect of the Proposed Share Buy-Back based on the issued and paid-up share capital of the Company assuming the Proposed Share Buy-Back is implemented in full and all the Purchased Shares are cancelled, is illustrated below:

Share Capital	No. of Share Comcorp Shares	Par value (RM)	Capital (RM)
Issued and paid-up as at 8 May 2018	140,000,000	0.50	70,000,000
Assuming the maximum number of Purchased Shares are cancelled	14,000,000	0.50	7,000,000
Resultant issued and paid-up share capital upon completion of the Proposed Share Buy-Back and cancellation of the Purchased Shares	126,000,000	0.50	63,000,000

(b) Earnings

The Proposed Share Buy-Back will increase the EPS of the Group, the extent of which will depend on the number of Purchased Shares, the purchase prices of Comcorp shares and the effective funding cost to finance the purchase or loss in interest income to the Group.

Similarly, on the assumption that the Purchased Shares are treated as treasury shares, the extent of the effect on the earnings of the Group will depend on the actual selling price, the number of treasury shares resold, the effective gain or interest saving arising and the gain or loss from the disposal.

3. PROPOSED SHARE BUY-BACK (CONT'D)

3.4 Effects of the Proposed Share Buy-Back (Cont'd)

The effects of the Proposed Share Buy-Back are as follows: (Cont'd)

(c) Net Assets

The effects of the Proposed Share Buy-Back on the net assets per share of the Group are dependent on the purchase price and the number of Purchased Shares.

The Proposed Share Buy-back will reduce the net assets per share when the purchase price exceeds the net assets per share at the relevant point in time. On the contrary, the net assets per share will be increased when the purchase price is less than the net assets per share at the relevant point in time.

If the Purchased Shares are held as treasury shares and subsequently resold on Bursa Securities, the Company's net assets per share would increase if the Company realise a gain from the resale and vice-versa.

In addition to the purchase price of the shares, the effective cost of funds or any loss in interest income to the Group may also have an impact on the net assets per share.

(d) Directors' and Major Shareholders' shareholdings

Assuming that the Proposed Share Buy-Back is implemented in full and that the Comcorp Shares purchased are from shareholders other than the Directors and Major Shareholders, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and Major Shareholders based on the Registers of Directors and Substantial Shareholders as at 8 May 2018 is as follows:

	As at 8 May 2018				After Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Sri Dato' Samshuri bin Arshad	500,000	0.36	-	-	500,000	0.40	-	-
Mr Leng Keng Hok @ Lim Keng Hock	626,900	0.45	41,200,190 ⁽¹⁾	30.14	626,900	0.50	41,200,190 ⁽¹⁾	33.50
Mr Wong Mun Wai	-	-	-	-	-	-	-	-
Ms Lee Chai Bee	30,000	0.02	-	-	30,000	0.02	-	-
Mr Chong Chun Chieh	-	-	-	-	-	-	-	-

Note:

(1) Deemed interest by virtue of the Companies Act, 2016 held through Just Trading Sdn. Bhd. and AGM Resources Sdn. Bhd..

3. PROPOSED SHARE BUY-BACK (CONT'D)

3.4 Effects of the Proposed Share Buy-Back (Cont'd)

(d) Directors' and Major Shareholders' shareholdings (Cont'd)

Assuming that the Proposed Share Buy-Back is implemented in full and that the Comcorp Shares purchased are from shareholders other than the Directors and Major Shareholders, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and Major Shareholders based on the Registers of Directors and Substantial Shareholders as at 8 May 2018 is as follows: (Cont'd)

Substantial Shareholders	As at 8 May 2018				After Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Just Trading Sdn Bhd	31,875,762	22.77	-	-	31,875,762	25.30	-	-
Sagittarius World Trade Sdn Bhd	28,856,680	20.61	-	-	28,856,680	22.90	-	-
AMG Resources Sdn Bhd	10,324,428	7.37	-	-	10,324,428	8.19	-	-

(e) Working Capital

The Proposed Share Buy-Back, as and when implemented will reduce the working capital and cash flow of the Group, the quantum being dependent on the number of Purchased Shares, the purchase price of Comcorp Shares and the amount of financial resources to be utilised for the purchase of Comcorp Shares. However, it is not expected to have a material effect on the working capital and cash flow of the Group.

For Purchased Shares which are retained as treasury shares, upon its resale, the working capital and cash flow of the Company will increase. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

(f) Dividend Policy

The Proposed Share Buy-Back is not expected to have any material effect on the dividend policy of the Company. The dividend to be declared by the Company in the future, if any, shall depend on, amongst others, the profitability and cash flow position of the Group and the Company.

3.5 Implication of the Code

Section 9(1) of Part III of the Code state that if a person, together with persons acting in concert with him (if any), holding more than thirty three percent (33%) but less than fifty percent (50%) of the voting shares of a company, who as a result of a purchase by the company of its own voting shares, increases his holding in any period of six (6) months by an additional two percent (2%) or more of the voting shares of the company, there is an obligation to extend a mandatory take-over offer to acquire the remaining shares not already held by the said person and persons acting in concert with him.

Based on the Register of Substantial Shareholders of Comcorp as at 25 April 2017, there should be no implication with regard to the Code on the Company and its Substantial Shareholders arising from the Proposed Share Buy-Back.

3. PROPOSED SHARE BUY-BACK (CONT'D)

3.6 Public Shareholding Spread

As at 8 May 2018, the public shareholding spread of the Company was 48.42%. Assuming the Proposed Share Buy-Back is implemented in full and all the shares so purchased are from public shareholders, the public shareholding spread of the Company would be reduced to 39.1%. In implementing the Proposed Share Buy-Back, the Company will ensure that the minimum public shareholding spread of 25% is complied with.

3.7 Directors' and Major Shareholders' Interests

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of the Company as a result of the Purchased Shares, none of our Directors and/or major shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Share Buy-Back.

3.8 Purchase, Resale and Cancellation of Comcorp Shares for the financial year ended 31 January 2017

Comcorp has not purchased any of its own Shares, retained its Shares as treasury shares or cancelled its Shares during the financial year ended 31 January 2018.

4. APPROVAL REQUIRED

The Proposals are subject to approval being obtained from the shareholders of the Company at the forthcoming AGM.

The Proposals are not inter-conditional upon each other.

5. DIRECTORS' RECOMMENDATIONS

The Board (with the exception of Tan Sri Dato' Samshuri bin Arshad who is interested in the Proposed Shareholders' Mandate has abstained from giving any opinion or recommendation), having considered all aspects of the Proposals, is of the opinion that the Proposals are in the best interests of the Company and is not detrimental to the minority shareholders and, accordingly, they recommend that the shareholders should vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming AGM.

6. ANNUAL GENERAL MEETING

The Fifteenth ("15th") AGM of the Company will be held at Classics 2, Holiday Villa Subang, No. 9, Jalan SS12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 3 July 2018 at 10.00 a.m. for the purpose of considering and if thought fit, passing the resolutions to give effect to the Proposals.

If you are unable to attend and vote at the AGM in person, you will find enclosed in the 2018 Annual Report, a Form of Proxy which you are requested to complete, sign and return in accordance with the instructions contained therein as soon as possible and, in any event, so as to arrive at the office of Share Registrar, Tricor Investor & Issuing 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 forty-eight (48) hours before the time set for the AGM or any adjournment thereof.

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

7. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully
for and on behalf of the Board of
Comintel Corporation Bhd

Leng Keng Hok @ Lim Keng Hock
Managing Director

FURTHER INFORMATION**1. Directors' Responsibility Statement**

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

2. Material Contracts

Neither Comcorp nor any of its subsidiaries has entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of business of Comcorp or its subsidiaries) during the two (2) years preceding the date of this Circular.

3. Material Litigation

Save as disclosed below, Comcorp and its subsidiary companies are not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Directors of Comcorp have no knowledge of any proceedings pending or threatened against Comcorp and/or its subsidiary companies or of any facts likely to give rise to any proceedings which may materially and adversely affect the position and/or business of Comcorp and its subsidiary companies:-

On 16 July 2010, Comintel, a wholly owned subsidiary of the Company, commenced legal action against U Television Sdn Bhd ("1st Defendant") and Tan Sri Dato' Seri Vincent Tan Chee Yioun ("2nd Defendant") at the Kuala Lumpur High Court under suit no. S-22-624-2010 for non-payment of works done on Full Turnkey Supply, Delivery, Installation, Customization, Integration, Testing., Commissioning, Post-Implementation Support and Enhancement of the Transmitter System for DVB-T and setting up of Network Operation Centre for DVB-T.

On 3 October 2013, the learned High Court Judge delivered her decision as follows:-

1. The Plaintiff's claim for RM 11,217,797.84 in respect of the remaining value of work done for Phase I of the Project is allowed;
2. Special damages in the way of storage and insurance costs of the Transmitters is allowed up to the time of the removal of the transmitters by the 1st Defendant, and the latest account to be provided by the Plaintiff;
3. Interest at the rate of 5% per annum on the amounts awarded from the date of filing of the Writ to the date of full realization;
4. In the event the 1st Defendant fails to make payment of the judgment sum, the 2nd Defendant shall be liable to pay;
5. The 1st Defendant's counterclaim is dismissed;
6. Consequential order that the 1st Defendant remove the entire transmitter system that is currently stored in the Plaintiff's premises and the bonded warehouse within a month; and
7. Costs of RM 75,000.00 to be paid by the Defendants to the Plaintiff. (the Judgment)"

UTV's appeal to the Court of Appeal was heard on 28 August 2015. The Court of Appeal upheld the decision of the High Court pronounced on 3 October 2013 and the cost of Ringgit Malaysia Thirty Thousand (RM30,000.00) was awarded to Comintel Sdn Bhd.

UTV subsequently appealed to the Federal Court and the matter was heard by the Federal Court on 15 February 2017. At the hearing on 15 February 2017, both parties were informed at the conclusion of the oral submissions that the Federal Court reserved its decision pertaining to the appeal to a date to be announced later.

FURTHER INFORMATION (CONT'D)**3. Material Litigation (Cont'd)**

On 18 August 2017, the Federal Court allowed the appeal by UTV and Tan Sri Dato' Seri Vincent Tan with cost of RM150,000.00 and further allowed, amongst others, their counterclaim of RM20,833,053.00 together with interest at the rate of eight per cent (8%) per annum against Comintel.

The decision has a material impact on the Group and we are assessing the financial impact should the decision be enforced.

On 7 September 2017, solicitors for the Applicants issued a letter to Comintel's solicitor demanding for payment of RM20,833,053.00 to UTV within twenty (21) days from 7 September 2017. In the same letter, solicitors for the Applicants also stated that UTV will commence enforcement proceedings against Comintel if Comintel fails to make payment within the stipulated time.

On 15 September 2017, Comintel filed a notice of motion together with its affidavit in support to amongst others, review the part of the Federal Court's decision where the Federal Court proceeded to allow UTV and Tan Sri Dato' Seri Vincent Tan's counter claim and order the refund of a sum in excess of RM20.8 million together with interest at the rate of eight per cent (8%) per annum ("First Motion"). In the same notice of motion, Comintel also seeks clarification to be given by the Federal Court on assessment of the value of the services and equipments supplied by Comintel to UTV under the Letter of Award in view of the Federal Court's intention to "put parties back to their original position" stated in the Grounds of Judgment and on the interest awarded to UTV ("Clarification"). The motion further seeks for stay of the enforcement of the Federal Court's order pending the hearing and final disposal of the motion.

The First Motion was withdrawn on 12 October 2017 due to practical reasons and on the advice of the Federal Court. A second Notice of Motion was filed on 13 September 2017 seeking the same Clarification and Stay ("Second Motion").

The hearing of the Second Motion is fixed on 26 January 2018.

On 15 December 2017, Comintel's solicitors appeared before a High Court Judge for hearing of the application for a Fortuna injunction filed on 26 September 2017 to prevent the presentation of a winding up petition by UTV pursuant to the Statutory Notice ("Fortuna Injunction"). The Fortuna Injunction is scheduled for decision on 16 January 2018

On 16 January 2018, the High Court recorded terms agreed by consent by parties that the Defendants would not present, either by themselves or through any of their agents, representatives and/or employees, any winding-up petitions against Comintel, based on the letter issued by Messrs Thomas Philip dated 7 September 2017 or any other notice issued under Section 466, Companies Act 2016 in respect of the Federal Court's decision on 18 August 2017 in Federal Court Civil Appeal No.:02(f)-12-03/2016(W) until 26 January 2018 ("Consent Order"). Comintel is to pay to the Defendants, costs of RM12,000.00 within thirty (30) days from the date of the Consent Order and both parties are at liberty to apply.

On 26 January 2018, the Federal Court dismissed Comintel's motion to seek clarification to be given by the Federal Court on assessment of the value of the services and equipments supplied by Comintel to UTV in the High Court and interest awarded of eight per cent (8%) per annum, where each party is to bear its own costs. However, Federal Court clarified that interest of 8% per annum shall accrued from the date of the Federal Court's Order, that is from 18 August 2017.

Comintel's solicitors by its letter dated 30 January 2018 to UTV's solicitors made a request for the return of the equipment previously supplied by Comintel to UTV. To-date, UTV's solicitors have not responded to Comintel's solicitors' letter.

FURTHER INFORMATION (CONT'D)

4. Documents Available for Inspection

Copies of the following documents will be available for inspection at the registered office of the Company at No. 37, Jalan Pelukis U1/46, Section U1, Temasya Industrial Park, 40150 Glenmarie Shah Alam, Selangor Darul Ehsan during normal business hours from Monday to Friday (except public holidays) the date of this Circular up to and including the date of the AGM:

- (a) the Constitution of Comcorp;
- (b) the audited financial statements of the Comcorp Group for the past two (2) financial years ended 31 January 2017 and 2018;
- (c) the unaudited financial results for the period ended 30 April 2018; and
- (d) the relevant cause papers in respect of the material litigation.