

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") 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.

Bursa Securities has not perused the contents of this Circular prior to its issuance as it is prescribed as an Exempt Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.



PAPPAJACK BERHAD

(Registration No. 202001042414 (1398735-V))
(Incorporated in Malaysia under the Companies Act 2016)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") ("PROPOSED TRANSFER") ("PROPOSED AMENDMENTS")

AND

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting ("**EGM**") of Pappajack Berhad ("**Pappajack**") is scheduled to be held at Four Points by Sheraton Puchong, The Heron (Function Room), Level 2, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan on Friday, 14 June 2024 at 3.00 p.m. or after the conclusion or adjournment (as the case may be) of the 3rd Annual General Meeting of Pappajack scheduled to be held on the same day, same venue at 2.00 p.m., whichever is later.

The Notice of the EGM and the Proxy Form are enclosed in this Circular and can be downloaded from our Company's website at <https://pappajack.com.my/investor-relations> or Bursa Securities' website at <https://www.bursamalaysia.com>.

If you wish to appoint a proxy to attend, participate, speak and vote on your behalf at the EGM, you may deposit your Proxy Form at the Registered Office of the Company, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than 24 hours before the time for holding the EGM.

Last date and time for lodging the Proxy Form : Thursday, 13 June 2024 at 3.00 p.m.

Date and time of the EGM : Friday, 14 June 2024 at 3.00 p.m. or after the conclusion or adjournment (as the case may be) of the 3rd Annual General Meeting of Pappajack scheduled to be held on the same day, same venue at 2.00 p.m., whichever is later.

This Circular is dated 23 May 2024

DEFINITIONS

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

“Act”	:	Companies Act 2016 and any statutory modification, amendment or any re-enactment thereof and any and every other legislation made thereunder for the time being in force
“Board”	:	Board of Directors of Pappajack
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
“Circular”	:	This circular dated 23 May 2024 in relation to the Proposed Amendments
"Constitution"	:	Constitution of Pappajack
"Directors"	:	The directors of Pappajack based on the meaning under Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act, 2007
“EGM”	:	Extraordinary General Meeting
“MMLR”	:	Main Market Listing Requirements of Bursa Securities
"Pappajack" or the "Company"	:	Pappajack Berhad (Registration No. 202001042414 (1398735-V))
"Pappajack Group" or the "Group"	:	Collectively, Pappajack and its subsidiaries
"Pappajack Shares" or the "Shares"	:	Ordinary shares in Pappajack
“Proposed Amendments”	:	Proposed amendments to the Constitution to facilitate the implementation of the Proposed Transfer
“Proposed Transfer”	:	Proposed transfer of the listing of and quotation for the entire issued share capital of the Company from the ACE Market to the Main Market of Bursa Securities
“SC”	:	Securities Commission Malaysia

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DEFINITIONS

References to "our Company" in this Circular are to Pappajack and references to "our Group" are to our Company and our subsidiaries. References to "we", "us", "our" and "ourselves" in this Circular are to our Company and where the context otherwise requires, shall include our subsidiaries. All references to "you" in this Circular are to our shareholders.

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

Any reference in this Circular to the provisions of any statute, rules, regulation or rules of stock exchange shall (where the context admits) be construed as a reference to the provisions of such statute, rules, regulation or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments to the statute, rules, regulation or rules of stock exchange for the time being in force.

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

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Company's and/or our Group's plans and objectives will be achieved.

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PAPPAJACK BERHAD
(Registration No. 202001042414 (1398735-V))
(Incorporated in Malaysia under the Companies Act 2016)

Registered Office

Level 5, Tower 8
Avenue 5, Horizon 2
Bangsar South City
59200 Kuala Lumpur

23 May 2024

Board of Directors

Chong Chee Fire (*Independent Non-Executive Chairman*)
Lim Boon Hua (*Managing Director/Chief Executive Officer*)
Law Book Ching (*Executive Director*)
Dato' Magaret Ting Thien Hung (*Independent Non-Executive Director*)
Koo Woon Kan (*Independent Non-Executive Director*)
Cheong Woon Yaw (*Independent Non-Executive Director*)

To: Our shareholders

Dear Sir/Madam,

PROPOSED AMENDMENTS

1. INTRODUCTION

On 17 May 2024, Malacca Securities Sdn Bhd had, on behalf of the Board, announced that PappaJack proposes to undertake the Proposed Transfer and Proposed Amendments.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS ON THE PROPOSED AMENDMENTS AND TO SEEK YOUR APPROVAL FOR THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED HEREWITH IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR AND THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED AMENDMENTS

The Board proposes to alter and amend the following clause of the Constitution in the following manner:

Clause No.	Existing Clause		Clause No.	Amended Clause	
6.1	Definition		6.1	Definition	
	<u>Words</u>	<u>Definition</u>		<u>Words</u>	<u>Definition</u>
	Listing Requirements	Unless the context otherwise requires, means the ACE Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.		Listing Requirements	Unless the context otherwise requires, means the Main Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.

3. RATIONALE FOR THE PROPOSED AMENDMENTS

The Proposed Amendments is necessary to facilitate the implementation of the Proposed Transfer and to ensure Pappajack's compliance with the MMLR.

4. EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any effect on the issued share capital of the Company and substantial shareholders' shareholdings of the Company.

In addition, the Proposed Amendments will not have any material effect on the net assets, net assets per share, gearing, and earnings and earnings per share of the Group.

5. APPROVALS REQUIRED AND THE INTERCONDITIONALITY OF THE PROPOSED AMENDMENTS

The Proposed Amendments is subject to the approval of the shareholders of the Company at the forthcoming EGM of the Company by way of a special resolution and is conditional upon the Proposed Transfer.

The Proposed Amendments and the Proposed Transfer are inter-conditional upon each other. Both the Proposed Transfer and the Proposed Amendments are not conditional upon any other corporate proposals undertaken or to be undertaken by Pappajack.

Barring any unforeseen circumstances and subject to the relevant approvals being obtained from SC and Bursa Securities for the Proposed Transfer, the Proposed Amendments will take effect from the date the Company is transferred from the ACE Market to the Main Market of Bursa Securities.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders, chief executive of the Company and/or persons connected with them have any interest, either direct or indirect, in the Proposed Amendments.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments is in the best interests of the Company.

Accordingly, the Board recommends that you vote in favour of the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming EGM of the Company.

8. EGM

The forthcoming EGM is scheduled to be conducted at Four Points by Sheraton Puchong, The Heron (Function Room), Level 2, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan on Friday, 14 June 2024 at 3.00 p.m. or after the conclusion or adjournment (as the case may be) of the 3rd Annual General Meeting of Pappajack scheduled to be held on the same day, same venue at 2.00 p.m., whichever is later.

The Notice of the EGM and the Proxy Form are enclosed in this Circular and can be downloaded from our Company's website at <https://pappajack.com.my/investor-relations> or Bursa Securities' website at <https://www.bursamalaysia.com>.

If you wish to appoint a proxy to attend, participate, speak and vote on your behalf at the EGM, you may deposit your Proxy Form at the Registered Office of the Company, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than 24 hours before the time for holding the EGM. The lodgement of the Proxy Form will not preclude you from attending, participating and voting at the meeting should you subsequently decide to do so.

9. FURTHER INFORMATION

You are advised to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,
For and on behalf of the Board
PAPPAJACK BERHAD

LIM BOON HUA
Managing Director/Chief Executive Officer

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved this Circular, and the Board collectively and individually 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 material facts, the omission of which would make any statement in this Circular false or misleading.

2. DOCUMENT AVAILABLE FOR INSPECTION

The Constitution is available for inspection at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur during normal office hours from Mondays to Fridays (except on public holidays) from the date of this Circular up to and including the date of the EGM.

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PAPPAJACK BERHAD

(Registration No. 202001042414 (1398735-V))
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Pappajack Berhad ("Pappajack" or the "Company") will be held at Four Points by Sheraton Puchong, The Heron (Function Room), Level 2, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan on Friday, 14 June 2024 at 3.00 p.m. or after the conclusion or adjournment (as the case may be) of the 3rd Annual General Meeting of Pappajack scheduled to be held on the same day, same venue at 2.00 p.m., whichever is later for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") ("PROPOSED TRANSFER") ("PROPOSED AMENDMENTS")

"**THAT** subject to the relevant approvals being obtained from the Securities Commission Malaysia and Bursa Securities for the Proposed Transfer, and the approval of any other relevant authorities and/or parties being obtained, if required, approval be and is hereby given to alter and amend the existing Clause of the Company's Constitution in the following manner to facilitate the implementation of the Proposed Transfer with effect from the date the Company is transferred from the ACE Market to the Main Market of Bursa Securities;

Clause No.	Existing Clause	Clause No.	Amended Clause								
6.1	Definition <table border="1"><thead><tr><th>Words</th><th>Definition</th></tr></thead><tbody><tr><td>Listing Requirements</td><td>Unless the context otherwise requires, means the ACE Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.</td></tr></tbody></table>	Words	Definition	Listing Requirements	Unless the context otherwise requires, means the ACE Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.	6.1	Definition <table border="1"><thead><tr><th>Words</th><th>Definition</th></tr></thead><tbody><tr><td>Listing Requirements</td><td>Unless the context otherwise requires, means the Main Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.</td></tr></tbody></table>	Words	Definition	Listing Requirements	Unless the context otherwise requires, means the Main Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.
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Listing Requirements	Unless the context otherwise requires, means the Main Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.										

AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to do all such acts, deeds and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendments."

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778) (SSM PC NO. 201908000410)

Company Secretary
Kuala Lumpur
23 May 2024

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote on his/her behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.
3. A member may appoint up to 2 proxies to attend, participate, speak and vote on his/her behalf at the same meeting. Where a member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds and is exempted from compliance with the provisions of Section 25A(1) of the Securities Industry (Central Depositories) Act 1991.
5. The instrument appointing a proxy shall be in writing, executed by the appointor or of his/her attorney duly authorised in writing. If the appointor is a corporation, the Proxy Form must be executed under its common seal or under the hand of an attorney duly authorised.
6. The duly completed Proxy Form must be deposited at the Registered Office of the Company at Acclime Corporate Services Sdn. Bhd., Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.
7. The resolution set out in the Notice of EGM will be put to vote by poll pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.
8. For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to make available to the Company, a Record of Depositors as at 7 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this EGM or appoint proxy/proxies to attend, participate, speak and vote on his/her behalf.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PAPPAJACK BERHAD
[Registration No. 202001042414 (1398735-V)]
(Incorporated in Malaysia)

PROXY FORM

CDS Account No.	
No. of Shares Held	

*I/We _____ *NRIC No./Co. No. _____
(FULL NAME IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

Telephone No. _____ Email Address: _____

being a *member / members of Pappajack Berhad [Registration No. 202001042414 (1398735-V)] (the "Company"), hereby appoint the following person(s):

Name of Proxy	NRIC No	Address	No. of Shares to be represented
1.			
2.			

or failing him/her, THE CHAIRMAN OF THE MEETING as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company to be held Four Points by Sheraton Puchong, The Heron (Function Room), Level 2, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan on Friday, 14 June 2024 at 3.00 p.m. or after the conclusion or adjournment (as the case may be) of the 3rd Annual General Meeting of Pappajack scheduled to be held on the same day, same venue at 2.00 p.m., whichever is later and to vote as indicated below:

		FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
Special Resolution	Proposed Amendments				

(Please indicate with an "X" in the spaces provided above on how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion).

*Strike out whichever is not desired.

Dated this ____ day of _____ 2024

Signature of Shareholder(s) / Common Seal

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote on his/her behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.
3. A member may appoint up to 2 proxies to attend, participate, speak and vote on his/her behalf at the same meeting. Where a member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds and is exempted from compliance with the provisions of Section 25A(1) of the Securities Industry (Central Depositories) Act 1991.
5. The instrument appointing a proxy shall be in writing, executed by the appointor or of his/her attorney duly authorised in writing. If the appointor is a corporation, the Proxy Form must be executed under its common seal or under the hand of an attorney duly authorised.



6. *The duly completed Proxy Form must be deposited at the Registered Office of the Company at Acclime Corporate Services Sdn. Bhd., Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.*
7. *The resolution set out in the Notice of EGM will be put to vote by poll pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.*
8. *For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to make available to the Company, a Record of Depositors as at 7 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this EGM or appoint proxy/proxies to attend, participate, speak and vote on his/her behalf.*

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Fold this flap for sealing

Then fold here

AFFIX
STAMP

PAPPAJACK BERHAD
Registration No. 202001042414 (1398735-V)
Registered Office
Acclime Corporate Services Sdn Bhd
Level 5, Tower 8, Avenue 5, Horizon 2,
Bangsar South City,
59200 Kuala Lumpur

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