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

Bursa Malaysia Securities Berhad (“Bursa Malaysia”) has not perused this Circular as it is prescribed as an exempt document pursuant to Paragraph 2.1(c) of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia.

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CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

(THE “PROPOSED SHAREHOLDERS’ MANDATE”)

The resolution pertaining to the above Proposals is set out in the Notice of the Fifty-Seventh Annual General Meeting (“57th AGM”) of ISKANDAR WATERFRONT CITY BERHAD which will be held at Pod 3&4, Level 41, Capri by Fraser Johor Bahru, Menara Tiga Serangkai, Jalan Tengku Azizah, 80300 Johor Bahru, Johor Darul Ta’zim on 24 June 2026, Wednesday at 10.00 am or any adjournment thereof, and the Form of Proxy is available to be downloaded from the Company’s website at www.iwcity.com.my or Bursa Malaysia’s website at www.bursamalaysia.com.

The Form of Proxy must be lodged at the Registered Office of the Company at L2-02, 1 Medini Hub, Persiaran Medini Utara 3, Medini Iskandar, 79000 Nusajaya Johor Darul Ta’zim or lodged electronically via email at ir@iwcity.com.my not later than forty-eight (48) hours before the time set 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.

Last date and time for lodging the Form of Proxy : Monday, 22 June 2026 at 10.00 am

Date and time of the Annual General Meeting : Wednesday, 24 June 2026 at 10.00 am

This Circular is dated 30 April 2026

DEFINITIONS

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

Act	:	Companies Act 2016, including all amendments made from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
Audit Committee	:	Audit Committee of IWCity
Board	:	The Board of Directors of IWCity
Bursa Malaysia	:	Bursa Malaysia Securities Berhad
CRSB	:	Credence Resources Sdn Bhd [200001008070 (510676-W)], the controlling shareholder of IWH
Company or IWCity	:	Iskandar Waterfront City Berhad [196801000661 (8256-A)]
Director(s)	:	Shall have the meaning given in Section 2 of the Companies Act 2016 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 director of the listed issuer, its subsidiary or holding company of the listed issuer or a chief executive of the listed issuer, its subsidiary or holding company
EB	:	Ekovest Berhad [198501000052 (0132493D)]
Group or IWCity Group	:	IWCity and/or its subsidiary companies
IWH	:	Iskandar Waterfront Holdings Sdn Bhd [200301023850 (626270-U)], the controlling shareholder of IWCity
KB	:	Knusford Berhad [199601007754 (380100-D)]
KPRJ	:	Kumpulan Prasarana Rakyat Johor Sdn Bhd [199501037034 (366236-T)], a 3.01% shareholder of IWCity and a major shareholder of IWH
LPD	:	31 March 2026; being the latest practicable date prior to the printing of this Circular
Listing Requirements	:	Main Market Listing Requirements of Bursa Malaysia including any amendments, modification and additions made there to from time to time and any Practice Notes issued in relation thereto.
Related Party(ies)	:	As set out in in Section 3.3 of this Circular
Major Shareholder(s)	:	A person who has an interest or interests in one or more voting shares in a company 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; and including 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 listed issuer or any other company which is its subsidiary or holding company. For the purpose of this definition, “interest in shares” shall have the meaning given in section 8 of the Companies Act 2016.

Person Connected	:	In relation to any person defined under Chapter 1 of the Listing Requirements
Proposed Shareholders' Mandate	:	Proposed Shareholders' Mandate for Recurrent Related Parties Transaction for the Group in its normal course of business and on terms not more favourable than those generally available to the public, to enter into the transactions set out in section 3.4 of this Circular (Recurrent Related Party Transactions) with persons who are considered to be "related parties" as defined in Chapter 10 of the Listing Requirements
Related Party(ies)	:	Directors, major shareholders or persons connected with such directors or major shareholders. For the purpose of this definition, "director" and "major shareholder" have the meanings given under Chapter 1 and Paragraph 10.02 of the Listing Requirements
Related Party Transaction or RPT	:	A transaction entered into by the Group which involves the interest, direct or indirect, of a related party
Recurrent Related Party Transaction or RRPT	:	A related party transaction which is recurrent, of revenue or trading nature, which is necessary for day-to-day operations of the Group
Recurrent Related Party Transaction Mandate	:	Shareholders' mandate for the Group to enter into Recurrent Related Party Transactions
RM and sen	:	Ringgit Malaysia and sen respectively, being the lawful currency of Malaysia

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Registered Office

L2-02
1 Medini Hub
Persiaran Medini Utara 3
Medini Iskandar
79000 Nusajaya
Johor Darul Ta'zim

30 April 2026

Board of Directors

Tan Sri Dato' Lim Kang Hoo (*Executive Vice Chairman*)
Mr. Lim Chen Heng (*Executive Director*)
Datuk Lim Keng Guan (*Non-Independent Non-Executive Director*)
En. Khairudin bin Hasan (*Non-Independent Non-Executive Director*)
Ms. Kang Hui Ling (*Independent Non-Executive Director*)
Mr. Chin Wai Kit (*Independent Non-Executive Director*)
Ms. Soon Chooi Mee (*Independent Non-Executive Director*)

To: The Shareholders of IWCity

Dear Sir / Madam,

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

1. INTRODUCTION

The Company had on 25 June 2025, obtained the Shareholder's Mandate for the Group to enter into RRPTs, in the ordinary course of business, of revenue or trading nature in connection with Section 10.09, Part E of Chapter 10 and Practice Note 12 of the Listing Requirements.

The said Shareholder's Mandate for RRPTs shall lapse at the conclusion of the Company's forthcoming Fifty-Seventh Annual General Meeting ("AGM") ("57th AGM") unless its renewal is obtained from the Shareholders at the AGM.

The Board proposes to seek the approval of the shareholders for the Proposed Shareholders' Mandate for the Group to enter into transactions set out in section 3.4 below, in its normal course of business and on terms not more favourable than those generally available to the public, with persons who are considered to be "related parties" as defined under Chapter 1 and 10 of the Listing Requirements.

The Company had on 27 April 2026, made an announcement to Bursa Malaysia on its intention to seek approval from its shareholders pertaining for the above-mentioned Proposed Shareholders' Mandate.

2. APPROVAL REQUIRED

The purpose of this Circular is to provide shareholders with details pertaining to the Proposed Shareholders' Mandate and to seek shareholders' approval for the resolutions to be tabled at the forthcoming AGM to be convened on 24 June 2026, Wednesday at 10.00 am at Pod 3&4, Level 41, Capri by Fraser Johor Bahru, Menara Tiga Serangkai, Jalan Tengku Azizah, 80300 Johor Bahru, Johor Darul Ta'zim.

3. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

3.1. Provision Under the Listing Requirements

Pursuant to Part E, Chapter 10.09 of the Listing Requirements, listed issuers with an issued and paid-up capital of RM60 million and above must immediately announce a Recurrent Related Party Transaction as follows:

- (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (ii) the percentage ratio of such RRPT is 1% or more,

whichever is the higher.

Paragraph 2.4 of Practice Note 12 states that where a listed issuer has obtained a shareholders' mandate in respect of any RRPT, the above disclosure obligation will not apply to the RRPTs which are comprised in the mandate.

Accordingly, the Company proposes to seek its shareholders' approval for the Proposed Shareholders' Mandate to enable the Group to enter into transactions with the Related Parties, which are of a revenue or trading nature and necessary for its day-to-day operations, on terms not more favourable to the Related Parties than those generally available to the public and is not detrimental to the minority shareholders.

If approved at the forthcoming AGM, the Proposed Shareholders' Mandate will take effect from the passing of the Ordinary Resolution relating thereto and will continue to be in force until:-

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

whichever is the earlier.

3.2. Principal Business

The Company is primarily engaged in investment holding and property investment.

The principal activities of the subsidiaries, which are incorporated in Malaysia and the shareholdings by the Company, are as follows:

No.	Name of Company	Principal Activities	Effective Ownership Interest (%)
1.	Bayou Bay Development Sdn Bhd [199601019330 (391682-P)]	Property Development	100
2.	Tebrau Bay Sdn Bhd [199601042357 (414710-X)]	Property Development and Construction	100
3.	Tebrau Bay Constructions Sdn Bhd [197801005845 (42888-D)]	Construction of Infrastructure and Buildings	100
4.	Bayou Management Sdn Bhd [200401007966 (646470-K)]	Property Holding and Development	100
5.	Southern Crest Development Sdn Bhd [200301011263 (613683-D)]	Investment Holding	100
6.	Trillion Greencity Sdn Bhd [201501033356 (1158676-W)]	Dormant	100
7.	Success Straits Sdn Bhd [201501033627 (1158947-H)]	Property Development	100
Associate Company of Tebrau Bay Sdn Bhd			
1.	Aset Nusantara Development Sdn Bhd [199701011878 (427374-T)]	Under Liquidation	49
Associate Company of Southern Crest Development Sdn Bhd			
1.	Greenland Tebrau Sdn Bhd [201501006982 (1132314-P)]	Under Liquidation	20

3.3. Class of Related Parties

The Board is seeking approval from shareholders for the Proposed Shareholders' Mandate to allow the Group, in its normal course of business, to enter into the categories of RRPT referred to in paragraph 3.4 below, with the Related Parties set out below, provided that such transactions, if any, are made at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public.

The Proposed Shareholders' Mandate will apply to the following Related Parties:

No	Related Party	Place of Incorporation	Principal Activities
1.	KB, its subsidiaries and associate companies	Malaysia	Investment holding, rental of machinery and equipment, provision of transportation services and trading of building materials, construction, property development, project management, civil works contracting, trading in building materials, landscaping construction and maintenances and sand trading.
2.	KPRJ, its subsidiaries and associate companies	Malaysia	Infrastructure development, property development, construction, and investment holding.
3.	IWH, its subsidiaries and associate companies	Malaysia	Master developer focuses on urban and economic corridor developments, property investment, property development, project management and administration, investment holding and civil engineering and construction works.
4.	EB, its subsidiaries and associate companies	Malaysia	Investment holding, civil engineering and building works, project management for construction works, property development and property investment.

Please refer to paragraph 3.5 on page 10 or details of the nature and extent of the parties' interest.

3.4. Nature of RRPT and Estimated Annual Value

The RRPTs which will be covered by the Proposed Shareholders' Mandate are necessary for the day to day operations and in the ordinary course of the business of the Group.

Proposed Renewal of Existing Shareholders' Mandate

No	Nature of RRPT	Related Parties	Interested Directors and Major Shareholders	Estimated Values as disclosed in preceding year's Circular to Shareholders dated 30 April 2025 (RM'000)	Actual Value Transacted from date of last AGM on 25 June 2025 till LPD (RM'000) [@]	Estimated value during the validity period of the RRPT Mandate from 24 June 2026 till the next AGM (RM'000)
1.	Sale and rental of building, machinery & equipment, building materials, spare parts and other related construction materials and services	Sold /Rented by KB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Lim Chen Heng IWH	5,000	12	#5,000
2.	Sale and rental of building, machinery & equipment, building materials, spare parts and other related construction materials and services	Sold /Rented to KB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Lim Chen Heng IWH	2,000	-	#2,000
3.	Construction and related services	Charged by KPRJ, its subsidiaries and associate companies	Khairudin bin Hasan IWH	2,500	-	*2,500
4.	Construction and related services	Charged by IWH, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Datuk Lim Keng Guan Lim Chen Heng Khairudin bin Hasan KPRJ	40,000	-	* 250,000
5.	Construction and related services	Charged to IWH, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Datuk Lim Keng Guan Lim Chen Heng Khairudin bin Hasan KPRJ	20,000	-	* 250,000

6.	Civil & building and other construction related services	Charged by KB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Lim Chen Herng IWH	250,000	-	*250,000
7.	Hard and soft landscaping works and related services	Charged by KB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Lim Chen Herng IWH	8,500	-	#5,000
8.	Project management services	Charged by KB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Lim Chen Herng IWH	50	-	#50
9.	Project management services	Charged to KB, its subsidiaries and associates companies	Tan Sri Dato' Lim Kang Hoo Lim Chen Herng IWH	20	-	#20
10.	Civil & building, other construction related services and Hard & soft landscaping related works	Charged by EB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Datuk Lim Keng Guan Lim Chen Herng IWH	800,000	-	#800,000
11.	Civil & building, other construction related services and Hard & soft landscaping related works	Charged to EB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Datuk Lim Keng Guan Lim Chen Herng IWH	200,000	-	#200,000
12.	Project management services	Charged by EB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Datuk Lim Keng Guan Lim Chen Herng IWH	15,000	-	#15,000
13.	Project management services	Charged to EB, its subsidiaries and associate companies	Tan Sri Dato' Lim Kang Hoo Datuk Lim Keng Guan Lim Chen Herng IWH	15,000	-	#15,000

Notes:

The estimated transaction values are based on the information available at the point of estimation depended on projection of the business to be conducted in the validity period of the RRPT mandate from 24 June 2026 to the next AGM, after taking into consideration the prevailing market rates. Due to the nature of the transactions, the actual value of the transaction may vary from the estimated value disclosed above. The frequency of the transactions cannot be detailed as the transactions are ongoing and numerous.

* The estimated transaction values are based on the projected contract sum to be awarded/received in the validity period. Due to the nature of the transactions, the actual value of the transaction may vary from the estimated value disclosed above. The frequency of the transactions cannot be detailed as the transactions are ongoing and numerous.

@ All transacted values are excluded Sales and Services Tax (if applicable).

3.5. Nature and Extent of Interest

The nature and extent of the interest of the Interested Directors and Major Shareholders as stated in the preceding table as at LPD are as follows:-

1. Tan Sri Dato' Lim Kang Hoo is our Executive Vice Chairman. He holds a direct shareholding of 0.60% and an indirect shareholding of 33.42% via IWH. He is also a substantial shareholder of KB, holding 0.62% direct shareholding and indirect shareholding via Aman Setegap Sdn Bhd and Kinston Park Sdn Bhd. Aman Setegap Sdn Bhd and Kinston Park Sdn Bhd, which hold 30.11% and 2.42% shareholdings in KB, respectively. He is also a substantial shareholder of EB, holding 17.96% direct shareholding and indirect shareholdings of 10.05% via Ekovest Holdings Sdn Bhd.

Tan Sri Dato' Lim Kang Hoo is Executive Vice Chairman in IWH. He is also a major shareholder and a director in CRSB. CRSB is a major shareholder of IWH.

He is the father of Mr. Lim Chen Heng and the uncle of Datuk Lim Keng Guan.

2. Mr. Lim Chen Heng is an Executive Director. He is also a Director in KB. He is the son of Tan Sri Dato' Lim Kang Hoo and the cousin of Datuk Lim Keng Guan.
3. Datuk Lim Keng Guan is a Non-independent Non-Executive Director. He is the nephew of Tan Sri Dato' Lim Kang Hoo and the cousin of Mr. Lim Chen Heng. He is the brother of Tan Sri Datuk Seri Lim Keng Cheng, who is a director of EB. He holds an indirect shareholding of 2.89% in EB through Lim Seong Hai Holdings Sdn Bhd.
4. En. Khairudin bin Hasan is a Non-Independent Non-Executive Director. He is also a director of IWH and Chief Financial Officer of KPRJ.
5. KPRJ holds 3.01% direct shareholding in IWCity and has indirect shareholding in the Company via IWH.
6. IWH, a major shareholder of the Company. Tan Sri Dato' Lim Kang Hoo is a Director and indirect major shareholder of IWH. En. Khairudin bin Hasan and Mr. Lim Chen Heng both are directors of IWH.

3.6. Rationale for, and the benefit to, the Group for transacting with the Related Parties

The Group relationship with the Related Parties

The Related Parties are reputable in their respective business activities and are reliable suppliers of raw materials, goods and services required by the Group for its business. The raw materials, goods and services provided by the Related Parties are priced competitively and all transactions between the Group and the Related Parties are to be carried out on an arm's length basis and on terms not more favourable to the related parties than those generally available to the public. The raw materials, goods and services can also be obtained from the Related Parties even when short notice is given to them, in order to meet the tight deadlines of the Group.

Although the Group also sources similar raw materials and goods from third party(ies), they would like to seek shareholders' approval for the Proposed Shareholders' Mandate as the close co-operation between the Group and the Related Parties is expected to reap benefits to the business of the Group. Further, the Group can enjoy the lowest cost through bulk purchase arrangement with the Mandate Related Parties.

The benefit of the Proposed Shareholders' Mandate

The obtaining of the Proposed Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when the potential RRPT with a Related Party arises, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and/or adversely affecting the business opportunities available to the Group.

The Proposed Shareholders' Mandate is intended to facilitate transactions in the normal course of business of the Group which are transacted from time to time with the Related Parties, provided that they are carried out on arm's length and on the Group's normal commercial terms and are not prejudicial to shareholders and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

3.7. Review Methods or Procedures for RRPT

There are procedures established by the Group to ensure that RRPTs are undertaken on an arm's length basis on normal commercial terms and on transaction prices and terms not more favourable to the related parties than those generally available to the public, consistent with the Group's usual business practices and policies, and are not to the detriment of the minority shareholders.

The Group will implement the following procedures to supplement existing internal procedures for general transactions:-

- (i) A list of Related Parties will be maintained by IWCity to ensure that RRPT is required to be undertaken on an arm's length basis and on normal commercial terms and on transacted prices and terms not more favourable to the related parties than those generally available to the public and consistent with IWCity's usual business practices and policies;
- (ii) Sales or Purchases of the Group's products by or to the Directors and persons connected to Directors should not be on terms that are more favourable than those offered to employees and the public. Directors are required to notify the relevant Company Secretary of any direct sales to them and/or persons connected to them;
- (iii) The annual internal audit plan shall incorporate a review of material RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;
- (iv) The Board and the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPT have been complied with and the review shall be done annually together with the review of annual results;
- (v) The Board and the Audit Committee will review the procedures as and when necessary;
- (vi) Items with material value quotations will be taken to gather information to compare the price quoted by third party(ies) and related party(ies) for the purpose of determining the competitive market price of materials and goods. It is the Company's policy to purchase material or goods from related party(ies) when the prices are competitive with prices obtained from third parties. Other factors such as reliability of supply, delivery, services and quality of materials or goods will also be taken into consideration for evaluation purposes;
- (vii) Disclosures will be made in the annual report of the breakdown of the aggregate value of the RRPT during the financial year amongst others, based on the following information:-
 - (a) the type of the RRPT made; and
 - (b) the names of the related parties involved in each type of the RRPT made and their relationship with the listed issuer.

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 party are fair and reasonable and comparable to those offered to/by other unrelated third party(ies) for the same or substantially similar type of products/services and/or quantities. In the event the quotation or comparative pricing from unrelated third party(ies) cannot be obtained, the transaction price will be based on 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 its group of companies; and

(viii) All RRPT will be reviewed in the following manners as per their level of authority :-

- (a) RRPT with the value of below RM25,000 shall be reviewed by Head of Department and Executive Director; and
- (b) RRPT with the value of RM25,000 and above shall be reviewed by a committee comprising of at least one (1) independent director or non-executive director within the Group of companies who is not a director of any related parties and two (2) Senior Management Staff. The management committee can approve the RRPT as long as the value of RRPT is within the mandate approved by shareholders.

3.8. Audit Committee's Statement

The Audit Committee will review the relevant RRPT and also review the established guidelines and procedures to ascertain that they have been complied with. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient to ensure that the RRPT will be done on the Group's normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and will be prejudicial to the shareholders, the Company will revert to the shareholders for a fresh mandate based on new guidelines and procedures immediately, and in any case before the next transaction is entered into.

The Audit Committee has reviewed the terms of the Proposed Shareholders' Mandate, and is satisfied that the review procedures for RRPT, as well as the periodic reviews to be made by the Audit Committee in relation thereto, are sufficient to ensure that the RRPT will be made with the relevant classes of related parties in accordance with the Group on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public, and hence, not prejudicial to the shareholders, nor disadvantageous to the Group and is not to the detriment of the minority shareholders.

The Company has in place adequate procedures and processes to monitor track and identify RRPT in a timely and orderly manner. The Audit Committee conducts the review of these procedures and processes from time to time, if necessary.

3.9. Amount Due and Owing to IWCity Group

As at LPD, there were no amounts due and owing to the IWCity Group under the Recurrent Related Party Transactions which exceed the credit terms.

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4. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED WITH THE DIRECTORS AND MAJOR SHAREHOLDERS

The following are Interested Directors' Shareholding, Interested Major Shareholders and persons connected with the Directors and Major Shareholders in the Company as at LPD.

4.1. Interested Directors

	Name	Direct Shareholdings	%	Indirect Shareholdings	%
1.	Tan Sri Dato' Lim Kang Hoo	5,540,700	0.60	307,846,069 ^(a)	33.42
2.	Datuk Lim Keng Guan	-	-	-	-
3.	Khairudin bin Hasan	-	-	-	-
4.	Lim Chen Heng	-	-	-	-

(a) Deemed interested in the shares held by IWH by virtue of his interest in IWH and CRSB

4.2. Interested Major Shareholders

	Name	Direct Shareholdings	%	Indirect Shareholdings	%
1.	IWH	307,846,069	33.42	-	-
2.	CRSB	-	-	307,846,069 ^(a)	33.42
3.	KPRJ	27,761,400	3.01	307,846,069 ^(a)	33.42
4.	Tan Sri Dato' Lim Kang Hoo	5,540,700	0.60	307,846,069 ^(b)	33.42

(a) Deemed interested by virtue of his shareholding in IWH

(b) Deemed interested by virtue of his shareholding in IWH and CRSB

4.3. Statements in relation to Interested Parties

(a) The following Interested Directors have abstained and will abstain at all board meetings from all deliberations and voting on the Proposed Shareholders' Mandate:

- i. Tan Sri Dato' Lim Kang Hoo;
- ii. Mr. Lim Chen Heng
- iii. Datuk Lim Keng Guan; and
- iv. Mr. Khairudin bin Hasan.

The aforesaid Interested Directors shall accordingly also abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution vis-à-vis the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

(b) The following Interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution vis-à-vis the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM:

- i. Tan Sri Dato' Lim Kang Hoo;
- ii. CRSB;
- iii. IWH; and
- iv. KPRJ.

(c) Further the said Interested Directors and Interested Major Shareholders will undertake to ensure that the persons connected with them will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

- (d) Save as disclosed above none of the other directors, major shareholders and/or persons connected with them have any interest direct or indirect in the Proposed Shareholders' Mandate.

5. DIRECTORS' RECOMMENDATION

The Board of Directors, save and except for Tan Sri Dato' Lim Kang Hoo, Lim Chen Heng, Datuk Lim Keng Guan and Khairudin bin Hasan, having considered all aspects of the Proposed Shareholders' Mandate, are of the opinion that it is in the best interest of the Company and accordingly, the Directors recommend that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

6. ANNUAL GENERAL MEETING

The 57th AGM will be held on 24 June 2026, Wednesday at 10.00 am at Pod 3&4, Level 41, Capri by Fraser Johor Bahru, Menara Tiga Serangkai, Jalan Tengku Azizah, 80300 Johor Bahru, Johor Darul Ta'zim whose agenda will include the consideration and, if thought fit, passing the resolution so as to give effect to the Proposed Shareholders' Mandate.

If you are unable to participate and vote in person at the AGM, you are requested to complete and return the Proxy Form in accordance with the instructions therein as soon as possible so as to arrive at the Registered Office of the Company or to lodge electronically via email at ir@iwcity.com.my not less than forty-eight (48) hours before the time set for the AGM. The lodging of the Proxy Form will not preclude you from participating and voting in person at the AGM should you subsequently wish to do so.

7. FURTHER INFORMATION

Shareholders are requested to refer to the following Appendix for further information.

Yours faithfully
For and on behalf of the Board of
ISKANDAR WATERFRONT CITY BERHAD

CHIN WAI KIT
Independent Non-Executive Director

APPENDIX I

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION

As at the LPD, save as disclosed below, none of the companies in the Group are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of the IWCity Group and the Board of Directors has no knowledge of any proceedings, pending or threatened against the Group or of any facts which is likely to give rise to any proceeding which may materially or adversely affect the financial position or business of the Group.

(i) Kerajaan Malaysia vs Tebrau Bay Sdn Bhd (“TBSB”) (suit no. JA-21NCvC-13-03/2022)

On 29 March 2022, TBSB was served with a Writ of Summon and Statement of Claim from Inland Revenue Board of Malaysia (“IRB”), in respect of unpaid income taxes amounting to RM10,831,595 plus 5% per annum on the alleged claims, costs and other reliefs as the Honourable Court deems fit and proper to grant.

The case management for the Main Suit and the hearing of the plaintiff’s application under Order 14A of the Rules of Court 2012 (Disposal of Case on a Point of Law), which were originally fixed on 4 February 2026, did not proceed due to disruption to the Court’s e-filing system.

On 22 April 2026, Kerajaan Malaysia's application under Order 14A of the Rules of Court 2012 (Disposal of Case on a Point of Law) was allowed by the High Court. The High Court has further directed the Kerajaan Malaysia to take the necessary next steps, as the allowance of the application under Order 14A does not automatically, dispose of the main suit.

The suit is not expected to have any significant operational or financial impact to the Group as the said amount has been fully provided in the financial statements for the financial year ended 31 December 2021 except for any additional costs or interest granted (if any).

(ii) TBSB vs Kerajaan Malaysia (suit no. JA-21NCvC-18-11/2024)

On 20 November 2024, TBSB filed a writ of summons and statement of claim against the Kerajaan Malaysia, seeking, among other reliefs:

- (i) a declaration that RM170 million, claimed as compensation for the compulsory acquisition of TBSB’s land by the Johor State Government, is not taxable under the Income Tax Act 1967;
- (ii) a declaration that the tax assessment for the year of assessment 2015, amounting to RM37,750,015, imposed on TBSB is invalid, unlawful and in violation of TBSB’s constitutional rights guaranteed under Article 13(2) of the Federal Constitution;
- (iii) a refund of RM26,911,710, being the income tax paid by TBSB to the IRB for the year of assessment 2015; and
- (iv) interest at the rate of 5% per annum on the sum of RM26,911,710, calculated from the date of judgment until full and final settlement of the same.

On 21 January 2025, the Kerajaan Malaysia filed an application to strike out TBSB’s writ of summons and statement of claim (“Striking Out Application”). Subsequently, on 12 March 2025, the Kerajaan Malaysia filed an application to transfer the proceedings of this suit to have this suit and suit no. JA-21NCvC-13-03/2022 (as set out in Section (i) above) be heard together (“Transfer Application”), for, among others, the following reasons:

APPENDIX I

FURTHER INFORMATION (CONT'D)

(ii) TBSB vs Kerajaan Malaysia (suit no. JA-21NCvC-18-11/2024) (Cont'd)

- (1) the issues to be tried in both suits are the same;
- (2) the parties involved in both suits are the same; and
- (3) the causes of action and the relief sought in both suits arise from the same matrix of facts.

The hearings for the Striking Out Application and the Transfer Application which were fixed on 4 February 2026, did not proceed due to disruption to the Court's e-filing system. On 22 April 2026, the Kerajaan Malaysia's striking out application was allowed by High Court and the present action was dismissed in its entirety.

The suit did not have any significant operational or financial impact to the Group during the financial year.

(iii) Tenaga Nasional Berhad ("TNB") vs Tebrau Bay Constructions Sdn Bhd ("TBCSB"), Iskandar Waterfront City Berhad ("IWCity") and TBSB

On 17 November 2020, the Company ("IWCB or First Defendant") and its subsidiary, TBCSB ("Second Defendant") received a Writ of Summons of Claim ("Claim") filed by TNB at the High Court. In the Claim, TNB alleged that reclamation works undertaken by the Defendants in 2014 on Lot PTD 121257 Kampung Senibong have trespassed on the right of way ("ROW") of TNB's submarine cables. Another subsidiary, TBSB was included in the suit as a 3rd Defendant on 5 December 2021. The Claim seeks amongst others, the following reliefs:

- Perpetual injunction order against the Defendants from carrying out any activities on TNB's ROW without TNB's permission;
- Damages of RM76,565,000;
- General damages against losses suffered by the Plaintiff and economic loss damage to be assessed by the Court, together with interest at the rate of 5% per annum from the filing of the suit to the date of full settlement; and
- Other damages, costs and reliefs which the Court deems fit and proper.

The Group has appointed a counsel to defend the claim. The Company, TBCSB and TBSB had filed an application to strike out the Plaintiff's suit ("Defendants' Striking Out Applications"). The Group's defence, amongst others, is that at all material times, the reclamation works are carried out by independent contractors outside of the Plaintiff's ROW, in accordance with plans approved by the Johor Bahru City Council since 2000. Further, the Plaintiff has not provided any evidence of the nature, cause and quantum of the alleged damage to the submarine cables.

Due to the above, the Group is of the view that it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation and has accordingly disclosed the details of the Claim as a contingent liability.

The Court has on 1 February 2024 dismissed the Defendants' Striking out Applications with cost of RM8,000 for each application awarded to TNB. Following that, this matter will proceed to full trial.

On 28 March 2024, TBCSB filed an ex parte application seeking leave to issue a 3rd party notice against the first-tier sub-contractor in respect of the reclamation works. On 1 July 2024, the High Court allowed the application and ordered for the 3rd party notice to be served on first-tier sub-contractor. Subsequently, the first-tier sub-contractor filed an ex parte application against its second-tier sub-contractor to commence 4th party proceedings in the same suit. However, the first-tier sub-contractor's application for directions against the second-tier sub-contractor was dismissed by the Court. The first-tier sub-contractor thereafter appealed against the dismissal, and the appeal was allowed by the Court of Appeal on 14 January 2026. Following this, the second-tier sub-contractor obtained leave from the High Court to proceed with 5th party proceedings. Accordingly, a 5th party notice and Statement of Claim were filed against its third-tier sub-contractor on 19 March 2026. The High Court has fixed the case management for the exchange of pleadings between the first-tier sub-contractor and second-tier sub-contractor on 6 May 2026.

APPENDIX I

FURTHER INFORMATION (CONT'D)

- (iii) Tenaga Nasional Berhad (“TNB”) vs Tebrau Bay Constructions Sdn Bhd (“TBCSB”), Iskandar Waterfront City Berhad (“IWCity”) and TBSB (Cont'd)

On 7 October 2025, the Plaintiff filed a notice of application to amend the quantum of damages from RM76,564,759.77 to RM133,162,309.92. The Plaintiff's amendment application was dismissed by the High Court on 10 November 2025. The Plaintiff appealed to the Court of Appeal against the dismissal of the amendment application and filed an application to stay the High Court proceedings on quantum on 12 December 2025 pending the disposal of the Plaintiff's amendment appeal. On 20 January 2026, the Plaintiff's Stay Application was allowed by the High Court.

During the case management held on 24 February 2026 and concluded on 3 March 2026 in the Court of Appeal, the Court directed that the hearing of the Plaintiff's appeal of the dismissal of its application to amend the amended statement of claim to be fixed on 4 January 2027, and a further case management is scheduled on 22 December 2026, for the parties to update the Court on compliance with directions regarding the filing of written submissions, executive summaries and bundles of documents.

3. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor its subsidiaries has entered into any material contracts, not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular.

The Company had on 20 March 2025 and 22 September 2025 entered into a conditional settlement agreement and a supplemental agreement with Rampai Fokus Sdn. Bhd. (“RFSB”), a wholly-owned subsidiary of Danga Bay Sdn Bhd, which is in turn wholly-owned by Iskandar Waterfront Holdings Sdn Bhd, a major shareholder of the Company for the full settlement of the outstanding advances made available by RFSB to TBSB and TBCSB, the wholly-owned subsidiaries of the Company (collectively, the “IWCB Group”) together with the interest accrued thereon, amount to an aggregate sum of RM267.83 million as at 31 December 2025 by way of the proposed issuance by TBSB and TBCSB of up to 225,200,000 new redeemable preference shares-class A in TBSB and up to 43,200,000 new redeemable preference shares-class A in TBCSB, respectively.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at L2-02, 1 Medini Hub, Persiaran Medini Utara 3, Medini Iskandar 79000 Nusajaya Johor Darul Ta'zim during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the AGM:

- i. the Constitution of the Company;
- ii. the Audited Financial Statements of Iskandar Waterfront City Berhad for the two (2) years ended 31 December 2024 and 31 December 2025;
- iii. the Unaudited Results of Iskandar Waterfront City Berhad for the period ended 31 March 2026;
- iv. the agreement referred to in Item 3 of Appendix I; and
- v. the relevant cause papers in respect of the Material Litigation referred to Item 2 of Appendix I.

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