

THIS STATEMENT TO SHAREHOLDERS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused this statement to shareholders prior to its issuance, as it is prescribed as an exempt circular pursuant to the provisions of Practice Note 18 of the Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Statement, 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 Statement.



EWEIN BERHAD

Company No. 200601023136 (742890-W)
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF
AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO
10% OF THE TOTAL NUMBER OF ISSUED SHARES**

The above proposal will be tabled at the Fifteenth Annual General Meeting (“**AGM**”) of the Company.

Notice of the AGM will be held and conducted fully virtual through live streaming from the Broadcast Venue at the Meeting Room, Suite 1-01-02, Menara IJM Land, No. 1, Lebuhraya Tunku Kudin 3, 11700 Gelugor, Pulau Pinang on Monday, 28 June 2021 at 2.00 p.m. together with the Form of Proxy are enclosed in the Annual Report 2020 of the Company. The Form of Proxy should be lodged at the registered office of the Company at 48 Jalan Chow Thye, 10050 George Town, Pulau Pinang or email to AGM-support.EWEIN@megacorp.com.my, not later than 48 hours before the time fixed for holding the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you wish to do so.

Last date and time for lodging the Form of Proxy : Saturday, 26 June 2021, at 2.00 p.m.

Date and time for the AGM : Monday, 28 June 2021, at 2.00 p.m.

This Statement is dated 31 May 2021

DEFINITIONS

In this Statement, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

Act	:	The Companies Act 2016 as amended from time to time, and any re-enactment thereof
AGM	:	Annual General Meeting
Annual Report 2020	:	Annual Report of Ewein for the financial year ended 31 December 2020
Board	:	Board of Directors of Ewein
Bursa Securities	:	Bursa Malaysia Securities Berhad
Code	:	The Malaysia Code on Take-over and Mergers 2016 (as amended from time to time and includes any re-enactment thereof)
Constitution	:	Constitution of Ewein
Director(s)	:	Shall have the meaning given in Section 2(1) of the Capital Markets And Services Act 2007.
EPS	:	Earnings Per Share
Ewein or the Company	:	Ewein Berhad [200601023136 (742890-W)]
Ewein Group or the Group	:	Ewein and its subsidiary companies
Listing Requirements	:	The Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
LPD	:	5 May 2021 being the latest practicable date prior to the printing of this Circular
Market Day	:	A day which Bursa Malaysia Berhad is open for trading in securities
NA	:	Net Assets
Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal of share buy-back authority for Ewein to purchase its own ordinary shares of up to 10% of the total number of issued shares of the Company
Purchased Shares	:	Shares purchased by Ewein pursuant to the Proposed Renewal of Share Buy-Back Authority
RM and sen	:	Ringgit Malaysia and sen respectively
Share(s)	:	Ordinary share(s) in Ewein
Treasury Shares	:	Share(s) purchased and retained as treasury shares by the Company under the share buy-back mandate and pursuant to Section 127 of the Act
Warrants	:	Warrants B of Ewein (2019/2022)

All references to “our Company” or “Ewein” in this Statement are to Ewein Berhad, and references to “our Group” or “Ewein Group” are to our Company and our subsidiaries. References to “we”, “us”, “our” and “ourselves” are to our Company and, where the context requires otherwise, our subsidiaries.

All references to “you” in this Statement are to the shareholders of our Company.

Words denoting the singular number 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.

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

Any reference to time of day and date of this Statement is a reference to Malaysian time and date, unless otherwise stated.

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

CONTENTS

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES

	Page
1. INTRODUCTION	5
2. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.....	6
3. RATIONALE OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.....	10
4. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS.....	11
5. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.....	12
6. DIRECTORS' STATEMENT AND RECOMMENDATION.....	13
7. HISTORICAL MARKET SHARE PRICES OF EWEIN.....	14
8. AGM.....	14
9. ADDITIONAL INFORMATION.....	14
APPENDIX I - ADDITIONAL INFORMATION	15

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK



WEIN BERHAD

Company No. 200601023136 (742890-W)
(Incorporated in Malaysia)

Registered Office:
48 Jalan Chow Thye
10050 George Town
Pulau Pinang
Malaysia

Date: 31 May 2021

Board of Directors

Dato' Ewe Swee Kheng (*Executive Chairman*)
Mr Chuah Poh Lim (*Managing Director*)
Ms Ewe Lay Khim (*Non-Independent Non-Executive Director*)
Dato' Choong Khuat Seng (*Independent Non-Executive Director*)
Mr Tan Yen Yeow (*Independent Non-Executive Director*)
Mr Eric Lim Seng Keat (*Independent Non-Executive Director*)

To: The shareholders of Ewein

Dear Sir/Madam,

STATEMENT TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the Company's AGM held on 18 September 2020, your Directors had obtained shareholders' approval for the Company to purchase on Bursa Securities and aggregate number of shares not exceeding ten percentage (10%) of the total number of issued shares of the Company.

The authority obtained by your Directors for the above transactions will, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless a new mandate is obtained from shareholders.

In connection thereto, the Company had on 30 April 2021, announced to Bursa Securities that it will seek new shareholders' mandate on the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM to be held on 28 June 2021.

The purpose of this Statement is to provide you with the details of the Proposed Renewal of Share Buy-Back Authority and to seek your approval for the ordinary resolution pertaining thereto to be tabled at the forthcoming AGM.

SHAREHOLDERS OF WEIN ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.

2. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

2.1 Details of the Proposed Renewal of Share Buy-Back Authority

The Company is proposing to seek a renewal of share buy-back authority from the shareholders at the forthcoming AGM of Ewein to be convened on 28 June 2021 for the Company to purchase up to 10% of the total number of issued shares of the Company.

The Proposed Renewal of Share Buy-Back Authority will be effective immediately upon passing of the Ordinary Resolution pertaining to the Proposed Renewal of Share Buy-Back Authority by shareholders of Ewein at the forthcoming AGM and will continue to be in force until :-

- a) the conclusion of the next AGM of Ewein following the AGM at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
- b) the expiration of the period within which the next AGM of Ewein after that date it is required by law to be held; or
- c) the authority is revoked or varied by ordinary resolution passed by the shareholders of Ewein in a general meeting;

whichever occurs first.

2.2 Maximum Limit

The Board is proposing to seek a renewal of share buy-back authority from shareholders to purchase from the open market up to 10% of the total number of issued shares of the Company as quoted on Bursa Securities at the time of purchase.

As at LPD, the total number of issued shares of the Company is 301,585,185 Shares.

Based on the assumption that all the outstanding Warrants of 72,550,156 as at LPD have been exercised into new Ewein Shares, a maximum of 37,413,534 Shares may be repurchased, representing 10% of the enlarged total number of issued shares of Ewein.

Pursuant to Paragraph 12.10 of the Listing Requirements, the Proposed Renewal of Share Buy-Back Authority must be made wholly out of the retained profits account of the Company. The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profit of the Company.

Based on our audited financial statements for the financial year ended 31 December 2020, the retained profits of the Company stood at RM16,151,131.

This however, will be done in accordance with the Act (as may be amended, modified or re-enacted from time to time) and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of any share buy-back.

2.3 Source of Funds

The funding of the Proposed Renewal of Share Buy-Back Authority will be sourced from internally generated funds and/or bank borrowings, the proportions 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 Renewal of Share Buy-Back Authority is to be partly financed by bank borrowings, the Board will ensure that the Company will have sufficient funds to repay such borrowings and such repayment would not have any material effect on the cash flow of the Group.

The actual number of Shares to be purchased, the total amount of funds to be utilised, impact on cash flows and the timing of the purchase(s) will depend on the prevailing equity market conditions, sentiments of the stock market and the available financial resources of the Company at the time of the purchase(s).

2.4 Public Shareholding Spread

As at LPD, the public shareholding spread of Ewein was 58.31%.

The Board will be mindful of the public shareholding spread requirement before making any purchases of Shares.

2.5 Implications on the Code

It is not intended for the Proposed Renewal of Share Buy-Back Authority to trigger the obligation to undertake a mandatory offer pursuant to the Code for any of its substantial shareholders and/or parties acting in concert with them. However, in the event an obligation to undertake a mandatory offer is to arise with respect to any parties resulting from the Proposed Renewal Share Buy-Back Authority, the relevant parties shall make the necessary application to the Securities Commission for a waiver to undertake a mandatory offer prior to such obligation being triggered.

2.6 Purchase Price and Resale Price

In accordance with the Listing Requirements, Ewein may only purchase its own shares on Bursa Securities at a price which is not more than 15% above the weighted average market price for Shares for the 5 Market Days immediately before the date of purchase(s). An immediate announcement will be made to Bursa Securities of any purchase(s) of its own shares on the date of purchase.

Where Ewein decides to resell the Treasury Shares on Bursa Securities, the Company may only do so at the following price(s):

- a) a price which is not less than the weighted average market price for Shares for the 5 Market Days immediately before the resale; or
- b) a discounted price of not more than 5% to the weighted average market price for the Shares for the 5 Market Days immediately before the resale provided that :
 - i) the resale takes place not earlier than 30 days from the date of purchase; and
 - ii) the resale price is not less than the cost of purchase of Shares being resold.

2.7 Treatment of Shares Purchased

In accordance with the Act, the Board may deal with the Shares so purchased in the following manner :-

- a) cancel the Shares so purchased;
- b) retain the Shares so purchased as treasury shares; or
- c) retain part of the Shares so purchased as treasury shares and cancel the remainder thereof.

Where Shares so purchased are held as Treasury Shares, the Board may deal with the Treasury Shares in any of the following manner:

- a) distribute the Treasury Shares or any part thereof as dividends to shareholders, such dividends to be known as "share dividends";
- b) resell the Treasury Shares or any part thereof in accordance with the relevant rules of the Bursa Securities;
- c) transfer the Treasury Shares, or any thereof for the purposes of or under an employees' share scheme;
- d) transfer the Treasury Shares, or any part thereof as purchase consideration for any acquisition;
- e) cancel the Treasury Shares or any part thereof; or
- f) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister (as defined under the Act) may by order prescribe.

Appropriate announcement (s) and notice(s) will be made to Bursa Securities and the relevant authorities in respect of the Board's decision on the treatment of the Purchased Shares in compliance with the Listing Requirements and the Act. The Board may decide to cancel the Purchased Shares if the cancellation of the said Shares is expected to enhance the EPS of the Group and thereby in the long term, have a positive impact on the market price of the Shares. If the Board decides to retain the Purchased Shares as Treasury Shares, it may distribute the Treasury Shares as share dividends to the Company's shareholders and/or resell the Purchased Shares in accordance with the Listing Requirements and utilise the proceeds for any feasible investment opportunity arising in future as working capital.

2.8 Ranking of Shares Purchased

In the event the Shares so purchased pursuant to the Proposed Renewal of Share Buy-Back Authority are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended.

The Treasury 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, without limiting the generality of the Act, the Constitution of Ewein or the Listing Requirements in respect of substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum of a general meeting and the result of a vote on a resolution at a general meeting.

2.9 Potential Advantages and Disadvantages

The Proposed Renewal of Share Buy-Back Authority will enable the Company to utilise its surplus financial resources not immediately required for use, to purchase its own Shares. The Proposed Renewal of Share Buy-Back Authority 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 Renewal of Share Buy-Back Authority 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).

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

- a) Reduction of the financial resources of the Company available for distribution to the shareholders of the Company in the foreseeable future;
- b) Resultant opportunity costs for the Company as better investment opportunities may be foregone in the future with the reduction in financial resources of Ewein Group available upon implementation of the Proposed Renewal of Share Buy-Back Authority; and
- c) Deprive the Group of interest income that can be derived from the funds utilised for the Proposed Renewal of Share Buy-Back Authority.

The Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and its shareholders and it will be implemented only after taking into consideration, amongst others, the financial resources of the Group, and of the resultant impact on the shareholders of the Company.

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

2.10 Details of Purchases, Resale and Cancellation of Treasury Shares in the Preceding 12 Months

Ewein had purchased a total of 3,274,200 Shares in the preceding 12 months up to the LPD, details of which are set out below:-

No.	Date of Purchase	Number of Shares Purchased	Purchase price (RM)		Average Price Paid (RM)	Total Consideration (RM)
			Lowest	Highest		
1.	04.03.2021	200,000	0.335	0.335	0.335	67,513.22
2.	05.03.2021	100,000	0.335	0.335	0.335	33,757.11
3.	08.03.2021	100,000	0.340	0.340	0.340	34,260.44
4.	09.03.2021	100,000	0.350	0.350	0.350	35,268.10
5.	10.03.2021	50,000	0.375	0.375	0.375	18,893.88
6.	12.03.2021	100,000	0.385	0.385	0.385	38,795.41
7.	15.03.2021	150,000	0.385	0.385	0.385	58,192.62
8.	16.03.2021	100,000	0.370	0.370	0.370	37,283.42
9.	17.03.2021	100,000	0.360	0.360	0.360	36,275.76
10.	18.03.2021	100,000	0.360	0.360	0.360	36,275.76
11.	19.03.2021	100,000	0.350	0.350	0.350	35,268.10
12.	22.03.2021	100,000	0.345	0.345	0.345	34,764.77
13.	23.03.2021	150,000	0.345	0.345	0.345	52,146.66
14.	29.03.2021	100,000	0.360	0.360	0.360	36,275.76
15.	31.03.2021	100,000	0.345	0.345	0.345	34,764.77
16.	09.04.2021	100,000	0.360	0.360	0.360	36,275.76
17.	13.04.2021	100,000	0.355	0.355	0.355	35,772.43
18.	14.04.2021	150,000	0.360	0.360	0.360	54,413.64
19.	15.04.2021	100,000	0.360	0.360	0.360	36,275.76
20.	16.04.2021	100,000	0.350	0.350	0.350	35,268.10
21.	19.04.2021	250,000	0.355	0.355	0.355	89,430.08
22.	20.04.2021	100,000	0.355	0.355	0.355	35,772.43
23.	22.04.2021	200,000	0.355	0.355	0.355	71,543.86
24.	23.04.2021	100,000	0.355	0.355	0.355	35,772.43
25.	30.04.2021	200,000	0.340	0.340	0.340	68,520.88
26.	04.05.2021	24,200	0.335	0.335	0.335	8,170.00
27.	05.05.2021	200,000	0.340	0.345	0.343	69,025.21
	Total	3,274,200				1,165,976.36

The Company has not resold or transferred or cancelled any Treasury Shares in the preceding 12 months up to the LPD.

On 7 October 2020, a total of 17,703,874 Treasury Shares were distributed as share dividend to the entitled shareholders of Ewein on the basis of 1 Treasury Share for every 16 Shares held as at 23 September 2020.

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

The Proposed Renewal of Share Buy-Back Authority has the potential of benefiting Ewein and its shareholders in the following manner:

- (a) Ewein will have the avenue of stabilising the supply and demand of its shares in the open market and thereby supporting the fundamental values of Shares, in particular to ensure, where possible, that the market share price is fair reflection of the value of the Company;
- (b) Ewein may also utilise the Treasury Shares as future dividend pay-out to the Company's shareholders and/or resell the Treasury Shares in the open market to profit from future price appreciation of Shares; and
- (c) The Proposed Renewal of Share Buy-Back Authority is expected to enhance the value for shareholders from the resultant reduction in the number of Shares in the open market, all things remaining equal. The Proposed Renewal of Share Buy-Back Authority also signals the focus of the Board and management of Ewein on returns to shareholders.

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

4. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The direct and indirect shareholdings of the Directors and Substantial Shareholders of the Company as at LPD are set out as follows:

	As at the LPD						After the Proposed Renewal of Share Buy-Back Authority						
	Direct			Indirect			Minimum Scenario ⁽²⁾			Maximum Scenario ⁽³⁾			
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	
Directors													
Dato' Ewe Swee Kheng	1,081,632	0.36	122,370,863 ^{@^}	41.11	1,081,632	0.40	122,370,863 ^{@^}	45.08	1,336,133	0.40	133,063,310 ^{@^}	39.52	
Mr Chuah Poh Lim	233,750	0.08	-	-	233,750	0.09	-	-	288,750	0.09	-	-	
Ms Ewe Lay Khim	44,946	0.02	-	-	44,946	0.02	-	-	55,521	0.02	-	-	
Dato' Choong Khuat Seng	-	-	-	-	-	-	-	-	-	-	-	-	
Mr Tan Yen Yeow	-	-	-	-	-	-	-	-	-	-	-	-	
Mr Eric Lim Seng Keat	-	-	-	-	-	-	-	-	-	-	-	-	
Substantial Shareholders													
Dato' Ewe Swee Kheng	1,081,632	0.36	122,370,863 ^{@^}	41.11	1,081,632	0.40	122,370,863 ^{@^}	45.08	1,336,133	0.40	133,063,310 ^{@^}	39.52	
Hijauwasa Sdn. Bhd.	120,592,451	40.51	-	-	120,592,451	44.43	-	-	130,866,448	38.86	-	-	

Notes:

* Deemed interested by virtue of his substantial shareholdings in Hijauwasa Sdn. Bhd.

@ Deemed interested by virtue of Section 59(11)(c) of the Act.

^ Deemed interested by virtue of Section 8 of the Act.

(1) Calculated based on 297,702,859 Shares as at LPD which excludes the 3,882,326 Shares that have been purchased and retained as Treasury Shares.

(2) Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full and none of the outstanding Warrants have been exercised into new Ewein Shares, a maximum of 30,158,518 Shares, being the maximum number of Shares representing up to 10% of the total number of issued shares that may be bought back by the Company are bought back.

(3) Assuming the Proposed Renewal of Shares Buy-Back Authority is implemented in full and that all the outstanding Warrants of 72,550,156 as at LPD have been exercised into new Ewein Shares, a maximum of 37,413,534 Shares, being the maximum number of Shares representing up to 10% of the total number of issued shares that may be bought back by the Company are bought back.

Save for the proportionate increase in the percentage shareholdings including, amongst others, the voting rights as shareholders in the Company, none of our Directors, substantial shareholders and Persons Connected with them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority.

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

5.1 Issued Shares

- (i) The effects of the Proposed Renewal of Share Buy-Back Authority on the number of Shares of the Company will depend on the intention of the Board with regards to the treatment of the Purchased Shares. If the Purchased Shares are cancelled, it will result in a reduction on the total number of Shares of the Company.

Conversely, if the Purchased Shares are retained as Treasury Shares, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the total number of issued shares of the Company. Nevertheless, the rights as to voting, dividends and participation in other distributions and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of Shares for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

- (ii) The Proposed Renewal of Share Buy-Back Authority will reduce the issued share capital if the Ewein Shares so purchased are cancelled. The effect of the maximum number of shares to be bought back as permitted under the Proposed Renewal of Share Buy-Back Authority based on the issued share capital as at LPD assuming the Ewein Shares so purchased are cancelled, is illustrated below:-

	No. of shares as at LPD	After the Proposed Share Buy- Back Authority	
		Minimum Scenario	Maximum Scenario
Total number of issued Shares	301,585,185	301,585,185	301,585,185
Assuming full conversion of warrants	-	-	72,550,156
Enlarged total number of issued Shares	301,585,185	301,585,185	374,135,341
Treasury Shares	3,882,326	3,882,326	3,882,326
Maximum no. of Shares that may be purchased pursuant to the Proposed Share Buy-Back Authority	-	26,276,192	33,531,208
Voting Shares	297,702,859	271,426,667	336,721,807

5.2 Earnings

The effect of the Proposed Renewal of Share Buy-Back Authority on the consolidated EPS of the Company will depend on the purchase prices paid for its buy-back of the Shares, the effective funding cost to the Group to finance the buy-back of its Purchased Shares or any loss in interest income to the Group, if internally generated funds are utilised to finance the Purchased Shares. Further, the buy-back of the Purchased Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

Assuming that any Purchased Shares are retained as Treasury Shares and resold on Bursa Securities, the effects on the consolidated earnings of the Company will depend on the actual selling price, the number of Treasury Shares resold and the effective gain or interest savings arising from the exercise.

5.3 NA

The consolidated NA of the Company may increase or decrease depending on the number of Shares purchased under the Proposed Renewal of Share Buy-Back Authority, the purchase prices of its Purchased Shares, the effective cost of funding and the treatment of the Purchased Shares.

The Proposed Renewal of Share Buy-Back Authority will reduce the consolidated NA per Share when the purchase price of Purchased Shares exceeds the consolidated NA per Share at the time of purchase. On the contrary, the consolidated NA per Share will increase when the purchase price of the Purchased Shares is less than the consolidated NA per Share at the time of purchase.

If the Purchased Shares are held as Treasury Shares and subsequently resold on Bursa Securities, the consolidated NA per Share would increase if the Company realises a gain from the resale or vice versa. If the Treasury Shares are distributed as share dividends, it will decrease the Group's NA by the cost of the Treasury Shares.

5.4 Working Capital

Although the Proposed Renewal of Share Buy-Back Authority will reduce the working capital of the Ewein Group to the extent of the amount of funds utilised for the purchase of the Company's Shares, it is not expected to have a material effect on the working capital of the Ewein Group.

The cash flow of the Company and of the Ewein Group will be reduced and the extent of the cash flow reduction will depend on the number of Shares purchased and the purchase prices of the Shares.

5.5 Dividends

- (i) Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Renewal of Share Buy-Back Authority, will have the effect of increasing the dividend rate per Share as a result of the reduction in the number of issued Shares of the Company under the minimum scenario as described under Section 5.1 above.

As stated in Section 2.7 of this Statement, our Board has the option of distributing Treasury Shares as share dividends to our shareholders.

- (ii) On 21 August 2020, the Company had declared an interim single tier dividend via share dividend distribution of treasury shares on the basis of 1 treasury share for every 16 Shares held on 23 September 2020 and credited to the shareholders security account(s) on 7 October 2020.
- (iii) On 8 October 2020, the Company had declared a single tier interim dividend of RM0.035 per share held by shareholders on 23 October 2020 and was paid on 6 November 2020.

6. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all the aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that it is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM.

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

7. HISTORICAL MARKET SHARE PRICES OF EWEIN

The monthly high and low prices of Shares as traded on Bursa Securities for the preceding 12 months are as follows:

	High RM	Low RM
2020		
May	0.370	0.310
June	0.390	0.310
July	0.325	0.265
August	0.320	0.240
September	0.340	0.270
October	0.430	0.250
November	0.330	0.260
December	0.370	0.315
2021		
January	0.360	0.295
February	0.355	0.295
March	0.415	0.320
April	0.365	0.330

The last transacted price of Shares as at LPD was RM0.335.

8. AGM

The notice convening the AGM to vote on the resolution and the Form of Proxy are set out in the Annual Report 2020 accompanying this Statement. The AGM will be held and conducted fully virtual through live streaming from the Broadcast Venue at the Meeting Room, Suite 1-01-02, Menara IJM Land, No. 1, Lebuhraya Tunku Kudin 3, 11700 Gelugor, Pulau Pinang, on Monday, 28 June 2021 at 2.00 p.m. for the purpose of considering and if thought fit, approving, inter alia, with or without modifications, the resolution on the Proposed Renewal of Share Buy-Back Authority as Special Business.

If you are unable to attend and vote in person at the AGM, you should complete, sign and return the Form of Proxy in accordance with the instructions printed therein as soon as possible so as to arrive at the registered office of the Company at 48 Jalan Chow Thye, 10050 George Town, Pulau Pinang or email to AGM-support.EWEIN@megacorp.com.my, not later than 48 hours before the time appointed for holding of the AGM. The lodgement of the Form of Proxy will not preclude you from attending and voting in person should you wish to do so.

9. ADDITIONAL INFORMATION

Shareholders are requested to refer to Appendix I for additional information.

Yours faithfully
For and on behalf of the Board of Directors of
EWEIN BERHAD

DATO' EWE SWEE KHENG
Executive Chairman

ADDITIONAL INFORMATION**1.0 RESPONSIBILITY STATEMENT**

The Board has seen and approved this Statement to shareholders and they collectively and individually accept full responsibility for the accuracy of the information contained in this Statement to shareholders. They confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts which, if omitted, would make any statement in this Statement to shareholders misleading.

2.0 MATERIAL CONTRACTS

As at the LPD, save as disclosed below, neither Ewein nor its subsidiaries has entered into any contracts which are or may be material, not being contracts entered into in the ordinary course of business, during the past two (2) years preceding the date of this Circular:

2.1 Ewein Zenith II Sdn. Bhd. (“EZII”), a wholly owned subsidiary of Ewein Zenith Sdn Bhd (*now known as Ewein City of Dreams Sdn Bhd*) (“EZ”), which in turn a 89% owned subsidiary of Ewein Land Sdn. Bhd. (*EZ became wholly-owned subsidiary of Ewein Land Sdn Bhd on 16 October 2020*), which in turn a wholly-owned subsidiary of Ewein, has on 30 November 2019 entered into a Joint Venture Agreement (“**Agreement**”) with Consortium Zenith Construction Sdn. Bhd. (“**CZC**”) to set out the terms and conditions of the joint venture between CZC and EZII as EZ’s designated nominee to develop a freehold land situated in Section 1, Bandar Tanjong Pinang, Daerah Timur Laut, Negeri Pulau Pinang measuring approximately four point three four (4.34) acres (equivalent to 189,050.40 square feet) marked as Plot 1 in the Agreement for a total cash consideration of RM159,747,588.00 (“**Proposed Joint Venture**”).

On 1 July 2020, EZII issued a notice of termination to CZC informed CZC that EZII no longer intend to proceed with the Agreement.

3.0 MATERIAL LITIGATION

As at the LPD, to the best knowledge of the Board, neither Ewein nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the Ewein or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Ewein Group.

4.0 DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 48 Jalan Chow Thye, 10050 George Town, Pulau Pinang, following the publication of this Circular from Monday to Friday (except Public Holidays) during business hours up to and including the date of the AGM:-

- (a) The Company’s Constitution;
- (b) The audited financial statements of Ewein for the past two (2) financial years ended 31 December 2019 and 2020 as well as the latest unaudited quarterly results for the period ended 31 March 2021; and
- (c) The material contracts referred to in Section 2 above.

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

This page has been intentionally left blank