

## THIS STATEMENT 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**") has not perused the contents of this Statement prior to its issuance as it is prescribed as an Exempt Circular pursuant to Practice Note 18 of the Main Market 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.



### SYMPHONY LIFE BERHAD

(Registration No. 196401000264) (5572-H)  
(Incorporated in Malaysia)

#### STATEMENT TO SHAREHOLDERS IN RELATION TO THE

#### PROPOSED AUTHORITY FOR PURCHASE OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("**PROPOSED SHARE BUY-BACK**")

The ordinary resolution in respect of the above Proposed Share Buy-Back will be tabled at the Extraordinary General Meeting ("**EGM**") of the Company to be conducted on a fully virtual basis from its broadcast venue at Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan ("**Broadcast Venue**"), on Tuesday, 9 March 2021 at 9.30 a.m. or any adjournment thereof.

The EGM will be conducted on a fully virtual basis via live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities provided by the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") at <https://web.lumiagm.com>. Please read and follow the procedures as set out in the Administrative Guide for the EGM for instructions to register, participate and vote remotely via RPV facilities.

A member is entitled to attend and vote remotely at the EGM. If you decide to appoint a proxy or proxies to attend and vote on your behalf, you must complete and deposit the Form of Proxy for the EGM with Boardroom at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by electronic means through Boardroom Smart Investor Portal at <https://boardroomlimited.my>, not less than twenty-four (24) hours before the time appointed for holding the EGM or any adjournment thereof.

Last date and time for lodging the Form of Proxy : Monday, 8 March 2021 at 9.30 a.m.

Date and time of the EGM : Tuesday, 9 March 2021 at 9.30 a.m.

This Statement is dated 16 February 2021

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## DEFINITIONS

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

<b>Act</b>	The Malaysian Companies Act 2016, as amended from time to time and includes any re-enactment thereof
<b>AGM</b>	Annual General Meeting
<b>Board or Directors</b>	The Board of Directors of Symphony Life Berhad
<b>Bursa Securities</b>	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
<b>Code</b>	The Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time and includes any re-enactment thereof
<b>Constitution</b>	The Constitution of SymLife, as amended from time to time
<b>EGM</b>	Extraordinary General Meeting
<b>EPS</b>	Earnings Per Share
<b>LPD</b>	3 February 2021, being the latest practicable date prior to the date of this Statement
<b>Listing Requirements</b>	The Main Market Listing Requirements of Bursa Securities, and all amendments thereto
<b>Major Shareholder(s)</b>	<p>A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:-</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company</p> <p>For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act.</p>
<b>Market Day(s)</b>	A day on which the stock market of Bursa Securities is open for trading of securities
<b>NA</b>	Net Asset
<b>Proposed Share Buy-Back</b>	Proposed general mandate from the shareholders of SymLife for the Company to purchase its own shares up to a maximum of ten per centum (10%) of the Company's existing number of shares

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## DEFINITIONS (Cont'd)

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

<b>Purchased Share(s)</b>	SymLife Share(s) purchased pursuant to the Proposed Share Buy-Back
<b>RM or Sen</b>	Ringgit Malaysia and sen respectively
<b>SymLife or Company</b>	Symphony Life Berhad [Registration No. 196401000264 (5572-H)]
<b>SymLife Group or Group</b>	SymLife and its subsidiaries, collectively
<b>SymLife Share(s) or Share(s)</b>	Ordinary share(s) in SymLife
<b>Statement</b>	This Statement dated 16 February 2021
<b>Treasury Shares</b>	Purchased Shares which are or will be retained as treasury shares by the Company and shall have the meaning given under Section 127 of the Act

All references to "our Company" and "SymLife" in this Statement is made to Symphony Life Berhad and references to "our Group" are made to our Company and our subsidiaries. All references to "we", "us", "our" and "ourselves" are made to the Company, or where the context requires, our Group or our subsidiaries. All reference to "you" in this Statement is made to our Shareholders.

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

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

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**SYMPHONY LIFE BERHAD**

(Registration No. 196401000264) (5572-H)  
(Incorporated in Malaysia)

**Registered Office:**

01-3, 3<sup>rd</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan

16 February 2021

**Board of Directors:-**

Tan Sri Mohamed Azman bin Yahya (*Non-Independent Executive Chairman*)  
Dato' Robert Teo Keng Tuan (*Independent Non-Executive Director*)  
Chin Jit Pyng (*Non-Independent Non-Executive Director*)  
Puan Sri Datuk Seri Rohani Parkash binti Abdullah (*Independent Non-Executive Director*)  
Dato' Jasmy bin Ismail (*Independent Non-Executive Director*)  
Phang Tuck Keong (*Independent Non-Executive Director*)

**To : The Shareholders of Symphony Life Berhad**

Dear Sir/Madam,

**PROPOSED SHARE BUY-BACK**

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**1.0 INTRODUCTION**

On 9 February 2021, the Company announced to Bursa Securities of its intention to seek the shareholders' approval for the Proposed Share Buy-Back at the forthcoming EGM of the Company.

**THE PURPOSE OF THIS STATEMENT IS TO PROVIDE THE SHAREHOLDERS OF THE COMPANY WITH DETAILS OF THE PROPOSED SHARE BUY-BACK AND TO SEEK THE APPROVAL OF THE SHAREHOLDERS FOR THE ORDINARY RESOLUTION ON THE PROPOSED SHARE BUY-BACK TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.**

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

## 2.0 DETAILS OF THE PROPOSED SHARE BUY-BACK

The Board proposes to seek the authority for the Company to purchase up to a maximum of ten per centum (10%) of the existing number of Shares of the Company as quoted on Bursa Securities. The Proposed Share Buy-Back is subject to compliance with Section 127 of the Act and any prevailing laws and regulations issued by the relevant authorities.

As at 3 February 2021, the total number of issued Shares of the Company was 631,804,491 (including 438,329 Treasury Shares). Hence, up to 63,180,449 SymLife Shares may be purchased by the Company pursuant to the Proposed Share Buy-Back.

The authorisation for the Proposed Share Buy-Back will be effective immediately upon the passing of the ordinary resolution in relation to the Proposed Share Buy-Back and shall continue to be in force until:-

- (a) the conclusion of the next AGM unless the authority is renewed subject to conditions;
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) it is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

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

The purchase of such SymLife Shares will be carried out through Bursa Securities via stockbrokers appointed by the Company.

### 2.1 Maximum Amount of Funds to be Allocated and the Source of Funds

Pursuant to the Listing Requirements, the maximum amount of funds to be used for the Company to purchase its own Shares shall not exceed the total amount of its retained profits. As at 31 March 2020, the audited retained profits of the Company was RM222.817 million. The unaudited retained profits of the Company as at 31 December 2020 was RM207.319 million.

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

The actual number of SymLife 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).

## 2.2 Treatment of Shares Purchased

In accordance with Section 127 of the Act, the Company would be able to deal with any SymLife Shares so purchased by the Company in the following manner:-

- (a) to cancel all or part of the Purchased Shares; or
- (b) to retain all or part of the Purchased Shares as Treasury Shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; or
- (c) to retain part of the Purchased Shares as Treasury Shares and cancel the remainder; or
- (d) to deal in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

The decision whether to retain the Purchased Shares as Treasury Shares, or to cancel the Purchased Shares or a combination of both, will be made by the Board at the appropriate time.

If such Purchased Shares were held as Treasury Shares, the rights attaching to them in relation to voting, dividends and participation in any other distribution or otherwise would be suspended and the Treasury Shares would not be taken into account in calculating the number or percentage of Shares or a class of Shares in the Company for any purposes including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at shareholders meetings.

An immediate announcement will be made to Bursa Securities in respect of the intention of the Directors to either resell the Purchased Shares or cancel them.

## 2.3 Purchase/Resale Price

Pursuant to the Listing Requirements, the Company may only purchase its own Shares on the Bursa Securities at price which are not more than fifteen per centum (15%) above the weighted average market price ("WAMP") of SymLife Shares for the five (5) Market Days immediately before the purchase(s). In the case of a resale of Treasury Shares, the Treasury Shares may only be resold on Bursa Securities at a price, which is:-

- (a) not less than the WAMP of SymLife Shares for the five (5) Market Days immediately before the resale; or
- (b) at a discount of not more than five per centum (5%) to the WAMP of SymLife Shares for the five (5) Market Days immediately before the resale provided that:-
  - (i) the resale takes place no earlier than thirty (30) days from the date of purchase; and
  - (ii) the resale price is not less than the cost of purchase of the Shares being resold.

## 2.4 Public Shareholding Spread of SymLife

The Proposed Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% public shareholding spread as required under Paragraph 8.02 (1) of the Listing Requirements.

As at the LPD, the public shareholding spread of the Company based on 631,366,162 SymLife Shares (excluding 438,329 Treasury Shares) was 45.59%. The public shareholding spread of the Company is expected to reduce to 39.58% assuming the Company implements the Proposed Share Buy-Back in full i.e. up to 10% of the existing number of Shares of the Company with the Shares purchased from public. The Board will ensure that the Company complies with the minimum public shareholding spread of 25% in implementing the Proposed Share Buy-Back.

## **2.5 Implication of the Proposed Share Buy-Back in Relation to the Code**

Pursuant to Rule 4.01 of the Code which states that if a person, together with persons acting in concert ("**PAC**") with him (if any), holding more than thirty-three per centum (33%) but less than fifty per centum (50%) of the voting Shares of a Company, who as a result of a purchase by the Company of its own voting Shares, increases his holding in any period of six (6) months by additional two per centum (2%) or more of the voting Shares or voting rights of the Company, there is an obligation to extend a mandatory take-over offer to acquire the remaining Shares not already held by the said person and the PAC with him.

Based on SymLife's Register of Substantial Shareholders as at the LPD, Tan Sri Mohamed Azman bin Yahya ("**TSAY**"), who is a Major Shareholder of SymLife and its deemed PAC, namely Gajahrimau Capital Sdn. Bhd. holds 41.40% of the total number of Shares of the Company.

Assuming the Proposed Share Buy-Back is implemented in full and all the Purchased Shares are cancelled within a period of six (6) months, the collective shareholdings of TSAY and the PAC in SymLife will increase to 45.97% i.e. more than 2%. As a result, there will be an obligation for TSAY and the PAC to undertake the mandatory take-over offer for the remaining SymLife Shares not already owned by them.

In this regard, TSAY and the PAC will apply for a waiver under Rule 4.15 of the Code if the obligation is expected to be triggered as a result of the implementation of the Proposed Share Buy-Back.

## **2.6 Purchase of Shares and Resale, Transfer or Cancellation of Treasury Shares**

There have not been any purchases of shares and resale, transfer and/or cancellation of treasury shares of our Company in the previous twelve (12) months preceding the date of this Statement and up to the LPD. As the date of this Statement, the Company holds 438,329 Treasury Shares.

## **3.0 RATIONALE OF THE PROPOSED SHARE BUY-BACK**

The rationale for the Proposed Share Buy-Back are as follows:-

- 3.1 it will allow the Company to have greater flexibility in managing its capital structure;
- 3.2 the Proposed Share Buy Back would provide an opportunity for the Company to increase its shareholders' value by improving, inter-alia, the return on equity of the Group; and
- 3.3 the Company would have the opportunity to distribute the treasury shares as share dividends, thus benefiting the shareholders.

## **4.0 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK**

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



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

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

- (a) the Proposed Share Buy-Back will reduce the financial resources of the Group and may result in the Group foregoing better investment opportunities that may emerge from time to time; and
- (b) the Proposed Share Buy-Back will temporarily reduce the immediate financial resources available for distribution to shareholders of the Company in the form of cash dividends.

Nevertheless, the Proposed Share Buy Back is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after due consideration of the financial resources of the Group and its resultant impact on the Company and its shareholders. The Board is mindful of the interest of the Company and its shareholders and will be prudent in respect of the above exercise.

## **5.0 EFFECTS OF THE PROPOSED SHARE BUY-BACK**

### **5.1 Share Capital**

The effects of the Proposed Share Buy-Back 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 Share Buy-Back will not have any effect on the issued and paid-up share capital 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.

For illustration purposes only, the scenario below shows the movement of the number of Shares of our Company as the LPD upon the implementation of the Proposed Share Buy-Back, assuming that ten per centum (10%) of our Company's existing number of Shares are purchased and cancelled:-

	<b>As at LPD</b>	
	<b><u>No. of Shares</u></b>	<b><u>%</u></b>
Existing number of Shares*	631,804,491	100.00
Less: Treasury shares	(438,329)	(0.07)
Less: Maximum number of Shares that may be further purchased and cancelled	(62,742,120)	(9.93)
Resultant number of issued shares after the Proposed Share Buy-Back and cancellation	568,624,042	90.00

Note:-

\* The existing number of Shares is inclusive of the Treasury Shares held by the Company. As at the LPD, the number of SymLife Shares held as Treasury Shares are 438,329, none of which are cancelled.

## 5.2 Earnings

The effect of the Proposed Share Buy-Back on the EPS of the Group will depend on the actual number of Shares bought back, the purchase prices of the Shares and the effective cost of funding or any loss in interest income to the Group. Assuming that the Shares purchased are retained as Treasury Shares and resold, the effects on the earnings of the Group will depend on the actual selling prices, the number of Treasury Shares resold and the effective gain or interest savings arising from the exercise.

If the Shares so purchased are cancelled, the Proposed Share Buy-Back will increase the EPS of the Group provided the income foregone and/or interest expense incurred on the Shares purchased is less than the EPS before the Share Buy-Back.

## 5.3 Net Assets and Cash Flow

The Proposed Share Buy Back may increase or decrease the NA per share of SymLife Group depending on the purchase price in comparison to the NA per share of SymLife Group at the time that the purchase is made.

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

## 5.4 Working Capital

The Proposed Share Buy Back is expected to reduce the working capital of SymLife Group, the quantum of which depends on the purchase prices of the SymLife's Shares and the effective funding costs thereof.

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

## **5.5 Directors' and Major Shareholders' Interests**

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of the Company as a result of the Purchased Shares, none of our Directors and/or Major Shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed ShareBuy-Back or proposed resale of Treasury Shares, if any.

## **5.6 Shareholdings of Directors and Substantial Shareholders**

The table below illustrates the direct and indirect interests of our Directors and substantial shareholders as at the LPD, based on the assumption that our Company purchases 63,180,449 of its own Shares, representing approximately ten per centum (10%) of our Company's existing number of Shares as at that date, from parties other than our Directors and substantial shareholders.

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The effects of the Proposed Share Buy-Back on Directors and substantial shareholders' shareholdings:-

<u>Name</u>	<u>No. of Ordinary Shares Held</u>					
	<u>As at LPD</u>			<u>After the Proposed Share Buy-Back</u>		
	<u>Direct</u>	<u>%</u>	<u>Indirect</u>	<u>Direct</u>	<u>%</u>	<u>Indirect</u>
<b>Directors</b>						
Tan Sri Mohamed Azman bin Yahya	130,522,496	20.67	130,904,809 <sup>*1</sup>	130,522,496	22.95	130,904,809 <sup>*1</sup>
Mr. Chin Jit Pyng	13,305,373	2.11	9,335,789 <sup>*2</sup>	13,305,373	2.34	9,335,789 <sup>*2</sup>
Dato' Robert Teo Keng Tuan	-	-	11,669 <sup>*3</sup>	-	-	11,669 <sup>*3</sup>
Puan Sri Datuk Seri Rohani	-	-	-	-	-	-
Dato' Jasmy bin Ismail	-	-	-	-	-	-
Mr. Phang Tuck Keong	-	-	-	-	-	-
<b>Substantial Shareholders</b>						
Tan Sri Mohamed Azman bin Yahya	130,522,496	20.67	130,904,809 <sup>*1</sup>	130,522,496	22.95	130,904,809 <sup>*1</sup>
Gajahrimau Capital Sdn. Bhd.	130,904,809	20.73	-	130,904,809	23.02	-
RHB Trustees Berhad	58,348,681	9.24	-	58,348,681	10.26	-

Notes:-

- 1 Deemed interested by virtue of his interest in Gajahrimau Capital Sdn. Bhd. pursuant to Section 8 of the Act.
- 2 Deemed interested by virtue of his interest in Billion Inspiration Sdn. Bhd. pursuant to Section 8 of the Act.
- 3 Deemed interested by virtue of his interest in BHP Corp. Sdn. Bhd. pursuant to Section 8 of the Act.

## 6.0 HISTORICAL SHARE PRICES

The following table sets out the monthly highest and lowest prices of the Company's Shares traded on Bursa Securities for the past twelve (12) months from February 2020 to January 2021:-

	<b>High RM</b>	<b>Low RM</b>
<b>2020</b>		
February	0.465	0.360
March	0.410	0.250
April	0.440	0.275
May	0.425	0.370
June	0.410	0.350
July	0.460	0.370
August	0.705	0.420
September	0.740	0.525
October	0.645	0.510
November	0.655	0.530
December	0.665	0.540
<b>2021</b>		
January	0.565	0.460

*(Source: Bloomberg)*

The last transacted market price of SymLife Share on Bursa Securities on the LPD was RM0.500.

## 7.0 CONDITIONS AND APPROVALS REQUIRED

The Proposed Share Buy-Back is subject to the approval being obtained from the shareholders of SymLife at the forthcoming EGM and any other relevant authorities, if required. The Proposed Share Buy-Back is not conditional upon any other proposal.

## 8.0 DIRECTORS' STATEMENT AND RECOMMENDATION

The Directors of the Company, having considered all aspects of the Proposed Share Buy-Back, are of the opinion that the Proposed Share Buy-Back is in the best interest of SymLife Group and accordingly, recommend that you vote in favour of the Ordinary Resolution for the approval of the authorisation for the Proposed Share Buy-Back to be tabled at the forthcoming EGM of the Company.

## 9.0 EXTRAORDINARY GENERAL MEETING

The EGM of the Company will be held fully virtual through live streaming from the broadcast venue at Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 9 March 2021 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the Ordinary Resolution to give effect to the Proposed Share Buy-Back. The extract of the Notice of EGM is enclosed in this Statement.

Members and proxies are advised to participate and vote remotely at this EGM through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities provided by the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at <https://web.lumiagm.com>. Members are advised to read the Administrative Guide carefully and follow the procedures in the Administrative Guide for this EGM.

## **10.0 FURTHER INFORMATION**

Shareholders are advised to refer to the following for further information:-

### **10.1 Directors' Responsibility Statement**

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

### **10.2 Documents for Inspection**

Copies of the following documents are available for inspection at the Registered Office of the Company at 01-3, 3<sup>rd</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan during normal office hours on any business day falling from the date of this Statement up to and including the date of the EGM:-

- (a) Constitution of SymLife; and
- (b) Audited financial statements of SymLife for the past two (2) years ended 31 March 2019 and 31 March 2020.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**SYMPHONY LIFE BERHAD**

**TAN SRI MOHAMED AZMAN BIN YAHYA**  
Executive Chairman

## EXTRACT OF THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of the Company will be conducted on a fully virtual basis from its Broadcast Venue at Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 9 March 2021 at 9.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications of the following resolutions:-

### ORDINARY RESOLUTION

#### **PROPOSED AUTHORITY FOR PURCHASE OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK")** **Resolution 2**

"THAT subject to the Companies Act 2016 ("**Act**"), the rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised to make purchases of ordinary shares in the Company's total number of issued shares through the Bursa Securities subject further to the following:-

- (a) the maximum number of shares which may be purchased by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company for the time being, quoted on the Bursa Securities;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the audited retained profits of the Company as at 31 March 2020;
- (c) the authority conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting ("**AGM**") of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever occurs first) but not so as to prejudice the completion of purchase(s) by the Company or any person before the aforesaid expiry date and, in any event, in accordance with the Main Market Listing Requirements of Bursa Securities or any other relevant authority;
- (d) upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with by the Directors in any manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all such acts (including the execution of any relevant documents) as are necessary or expedient to implement or to give effect to the aforesaid authorisation."