

Subscription fees?

The simple logic:

More members = pathway for reduction in subscription.

1. Upon issuance of the RPS, the Board's intention is to reduce the Monthly Subscription to **not more than RM500** (excluding service tax).
2. Increase memberships via marketing initiatives.
3. Refresh Club offerings with new sports facilities, such as:
 - Pickleball courts
 - Refurbished tennis courts
 - Gym

The Board will also review transfer and nomination fees.

If Proposals approved, upon issuance of RPS:

Announced during EGM:

1. Monthly Subscription not more than RM450 (excluding service tax)

Dialogue after EGMs:

2. Transfer fees revised to around RM2,000

What is my ordinary share actually worth?

RM 1.6B

Total assets (land + more)


RM 70,699

Implied NA per share
(incl. revaluation surplus)

~RM 27K

Average market price
(last 12 months)

Why this matters:

 **Today:** If you sell your Class B Share, you lose your membership AND your share of the RM 70,699 value. **Both go at once.**

 **After** You can sell your membership (RPS) and KEEP your ordinary share. Equity upside is protected.

Proposals: RPS x 2 = RM40k baseline value **1 Class B Share => 1 ordinary share + 2 RPS**
~RM27k Aggregate value approximately RM100,000

 **The upside:** If the assets are worth more, every ordinary shareholder benefits.

The Proposals protects your equity while freeing up your membership.

Will my shares be diluted because of the Proposals?

✓ The truth

No.

The number of ordinary shares stays exactly the same. Proportional ownership does not change.

Clarified during EGM:

- No anti-dilution clause for Class B today. Position is not changed under the Proposals.

For information:

- Class A pre-emption right allows dilution of Class B today. This right will be removed under the Proposals.

What about future scenarios?

- 1 **Rights issues (ordinary shares)** is an entitlement for all shareholders: Participation is your investment decision. If you don't subscribe, dilution is your choice.
- 2 **Capitalisation of advances** (converting advances to shares): Governed by the Companies Act. Peremba cannot vote on its own capitalisation. You evaluate it if it comes.

What about the Class B priority on capital on winding up?

What is it today?

Current Class B priority applies only to **repayment of capital** on winding up. Capital in this context refers to the **share capital**, not the assets of SRMB.

- Class B capital: **RM 22,375 per share**
- Class A capital: RM 2,500 per share

What about under the RPS?

Priority over ordinary shares for repayment of RM20K per RPS = **RM40K for 2 RPS**

Priority value for 2 RPS > Priority of capital of Class B Share

The Class B 'priority' only covers getting your share capital back.

Will there be demand for RPS?

✓ If golfers are interested in Saujana, why not?

- The RPS has a fixed baseline value of RM 20,000. This keeps the price supported.
- Buyers will take into account redemption value when calculating cost of their membership.
- If a Maturity Date is set, there is potential upside of up to an additional RM28K per RPS.

Redemption value provides an exit for Class B Shareholders who are NOT interested in golf

Does the company have money to redeem in Y3?

Money can be raised in different ways. Simple equation:

RM 152M

If all RPS holders request for redemption after year 3

7,600 x RM20,000 per RPS

VS

RM 260M

Value of Group's land (not part of golf course)

This RPS is unique. The Company has real assets backing redemption obligations.

What is the Maturity Date under the RPS?

- After 3 years, Company has option of setting a Maturity Date and redeeming ALL RPS.
- Redemption baseline value for 2 RPS is RM40K.
Additional redemption value is RM4,000 per year for each year prior to the 10th anniversary of RPS
- Why RM4,000/year? Compensation for loss of membership, equivalent to estimated annual lease of a SGCC membership

⚠️ *'This is essentially a removal of my golfing rights'*

- Yes, upon redemption of RPS, membership rights cease.
- Consider ~RM27K (Ave. Class B Share price last 12 months). Proposal values membership at RM40K, which is a **48% premium to the Class B Share price**.
- The Board is of the view that this is **fair and reasonable, especially as the ordinary share is retained.**

⚠️ **Important: Setting a Maturity Date is a BIG decision**

- Costs the Company a lot of money. Not a decision to be taken lightly by the Board.

Clarified during EGM:

- RPS has no expiry and will continue until redeemed.
- There is no deadline for setting a Maturity Date – the RPS may continue indefinitely at the discretion of SRMB

Why do I have to wait 3 years before I can redeem?

- **The Club needs time to build its membership base**
- **The Company needs time to generate the funds**
- Gives Shareholder time to decide what to do with their RPS.
Costs them nothing because **no obligation to activate.**
- Shareholders can monetise their RPS by sale/lease.

1

Now

*Proposals
approved & RPS
issued*

2

Year 1–3

*Membership grows,
revenue increases*

3

After Year 3

*You can cash out
at RM20,000
per RPS*

OR

*If Maturity Date set,
you could get up to
RM48,000 per RPS*

It is not the intention to let the Club deteriorate and redeem everyone's RPS at the end of 3 years.

Redeeming doesn't affect ordinary shares. You still own a piece of the Company's future. 7

Is the Company going to develop/sell the golf course land?

The Circular makes no reference to:

1. Closing the golf club; nor
2. Reducing the number of holes in the course.

In fact, it states that SRMB intends to maintain golf club operations for the tenure of the RPS.

The Board has a fiduciary duty to **ALL** shareholders and is constantly evaluating the best use of the Company's assets.

If land is ever sold/developed, **ALL** ordinary shareholders will benefit.

I just want to keep playing golf.

What if the Proposals do not go through?

⚠ The honest answer

- Board will look at immediate ways to increase revenue and reduce costs.
- No meaningful way to increase memberships under the current structure.
- Obvious choices: increase subscription? compulsory buggy and caddy? increased corporate games?
- Major shareholder continued financial support is uncertain.
- The Club deteriorates – course quality, facilities, and experience.
- The question will be about the survival of the Club in its entirety.

Announced during EGM:
Major shareholder has no
intention of continuing
financial support

Voting AGAINST will not maintain the status quo.

Class B right to membership

Today

Under the Constitution, Class B Shareholders have the right to entitlement to membership of SGCC.



After the Proposals

Under the RPS, there is the exact same right.

The right to membership of a club only exists if there is a club.



Only 1,453 members



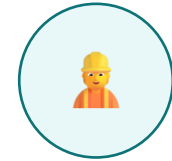
RM 737/month
subscription



No money for capex



Costs keep rising



Unionised workforce.
Fixed salaries, increments
and bonuses.

This is not sustainable.

Without financial support, the Club may have to fold soon.

Increase membership in other ways?

Currently, Class B Shareholders are not obligated to nominate Club Members.

- ❓ Reduce Monthly Subscription
- ❓ Issue more Class B Shares
- ❓ Create term memberships — Regulated by the Interest Scheme Act
- ❌ Buy back inactive Class B Shares — Cannot as SRMB is not listed
- ❌ Make inactive Class B nominate/contribute — This is not possible because there are no such obligations under the current Constitution
- ❓ Change Constitution to make inactive Class B nominate/contribute:
 1. Requires a special resolution (75% approval) of Class B as it affects their rights.
 2. ~2,300 out of 3,800 Class B Shares are inactive.
 3. Even if the Constitution is changed, what will happen if they still don't nominate and remain inactive or they don't pay?
 4. Company cannot buy back/terminate/convert the Share

The Board has carefully considered the Proposals as a pathway to unify shareholders, strengthen the Club's financial position, and maintain its standing as a premier golf and lifestyle destination.

*These alternatives do not provide a comprehensive solution.
That's why the rationalisation and RPS.*

What lies ahead with the Proposals?

For shareholders

Single class of ordinary shares looking forward to joint participation in the future value of assets.

For members

*A new chapter
A new lifestyle club*