

**APM AUTOMOTIVE HOLDINGS BERHAD****- RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE****1. INTRODUCTION**

Pursuant to Paragraph 10.09(1)(a) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Board of Directors of APM Automotive Holdings Berhad (“**APM**” or “**the Company**”) wishes to announce that the Company and its subsidiaries (“**APM Group**”) have in the course of business entered into recurrent related party transactions of a revenue or trading nature (“**RRPTs**”) with Tan Chong Motor Holdings Berhad (“**TCMH**”) and/or its subsidiaries (“**TCMH Group**”), and Warisan TC Holdings Berhad (“**WTCH**”) and/or its subsidiaries (“**WTCH Group**”) as disclosed below.

For the period from 18 September 2025 to 23 December 2025, the total value of the RRPTs transacted, which by way of aggregation, has exceeded the percentage ratio of 1% of the total net assets of the APM Group as at 31 December 2024.

**2. DETAILS OF RRPTs**

The total aggregate value of RRPTs entered into between APM Group and TCMH Group and WTCH Group for the period from 18 September 2025 to 23 December 2025 is RM14,597,825, details of which are as follows:

**(a) RRPTs between APM Group and TCMH Group**

Transacting company within APM Group	Party transacting with APM Group	Nature of Transaction	Actual value transacted (RM'000)	Name of Interested related parties
<ul style="list-style-type: none"> <li>• APM Climate Control Sdn. Bhd. (“APMCC”)</li> <li>• APM Shock Absorbers Sdn. Bhd.</li> <li>• APM Coil Springs Sdn. Bhd. (“APMCS”)</li> <li>• Auto Parts Manufacturers Co. Sdn. Bhd. (“APMSD”)</li> <li>• APM Seatings Sdn. Bhd.</li> <li>• APM Auto Parts Marketing Sdn. Bhd. (“APMMK”)</li> <li>• APM Auto Parts Marketing (Malaysia) Sdn. Bhd. (“APMMM”)</li> </ul>	<ul style="list-style-type: none"> <li>• Tan Chong Motor Assemblies Sdn. Bhd. (“TCMA”)</li> <li>• Truckquip Sdn. Bhd. (“TQSB”)</li> <li>• TC Module Integrator Sdn. Bhd.</li> <li>• Tan Chong &amp; Sons Motor Company Sdn. Bhd.</li> <li>• TC Motors (Sarawak) Sdn. Bhd. (“TCMS”)</li> </ul>	Sale of parts and components.	1,342	Interested Directors: <ul style="list-style-type: none"> <li>• Dato’ Tan Heng Chew<sup>(1)</sup></li> <li>• Dato’ Tan Eng Hwa<sup>(2)</sup></li> <li>• Nicholas Tan Chye Seng<sup>(3)</sup></li> </ul> Interested major shareholders: <ul style="list-style-type: none"> <li>• Tan Chong Consolidated Sdn. Bhd. (“TCC”)<sup>(4)</sup></li> <li>• Dato’ Tan Heng Chew<sup>(1)</sup></li> <li>• Tan Eng Soon<sup>(5)</sup></li> </ul>

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Transacting company within APM Group	Party transacting with APM Group	Nature of Transaction	Actual value transacted (RM'000)	Name of Interested related parties
<ul style="list-style-type: none"> <li>• APMSD</li> <li>• KAB Otomotif Sdn. Bhd.</li> <li>• Perusahaan Tilam Kereta Sdn. Bhd. ("PTK")</li> </ul>	<ul style="list-style-type: none"> <li>• TQSB</li> <li>• TC Euro Cars Sdn. Bhd. ("TCEC")</li> </ul>	Provision of rental of office and factory premises at Lot 1 and/or Lot 3, Jalan 6/3, Kawasan Perusahaan Seri Kembangan, Selangor.	624	
<ul style="list-style-type: none"> <li>• APMMM</li> <li>• APM Automotive Modules Sdn. Bhd. ("APMMD")</li> </ul>	<ul style="list-style-type: none"> <li>• TCMS</li> <li>• TCMA</li> <li>• Tan Chong Industrial Equipment (Sabah) Sdn. Bhd.</li> </ul>	Renting of premises at (a) Pending Industrial Estate, Kuching, Sarawak; (b) Mile 5 1/4, Jalan Tuaran, Kota Kinabalu, Sabah; and (c) factory space at 249, Jalan Segambut, 51200 Kuala Lumpur.	207	
<ul style="list-style-type: none"> <li>• APMSD</li> <li>• APMMD</li> <li>• APMMK</li> <li>• APM</li> <li>• APM Springs Sdn. Bhd.</li> <li>• APM Seatings Sdn. Bhd.</li> <li>• APM Corporate Services Sdn. Bhd. ("APMCSS")</li> </ul>	<ul style="list-style-type: none"> <li>• TCMA</li> <li>• Tan Chong Ekspres Auto Servis Sdn. Bhd.</li> <li>• TC Auto Tooling Sdn. Bhd.</li> </ul>	Purchase of components, motor vehicles and related workshop services and other products.	709	
<ul style="list-style-type: none"> <li>• APMMD</li> </ul>	<ul style="list-style-type: none"> <li>• TCMA</li> </ul>	Receipt of vehicle assembly and related localisation and technical services	1	
<ul style="list-style-type: none"> <li>• APMCSS</li> <li>• APM Engineering &amp; Research Sdn. Bhd.</li> </ul>	<ul style="list-style-type: none"> <li>• TCEC</li> </ul>	Leasing of motor vehicles.	32	
<ul style="list-style-type: none"> <li>• APMCSS</li> </ul>	<ul style="list-style-type: none"> <li>• TC Management Services Corporation Sdn. Bhd.</li> </ul>	Receipt of administrative, consultancy and corporate services such as payroll processing, human resources development, information technology, tax consultancy services, training, security services and other services or supports	410	

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Transacting company within APM Group	Party transacting with APM Group	Nature of Transaction	Actual value transacted (RM'000)	Name of Interested related parties
<ul style="list-style-type: none"> <li>• APM Aluminium Castings Sdn. Bhd. ("APMAC")</li> </ul>	<ul style="list-style-type: none"> <li>• TC Security Services Sdn. Bhd.</li> </ul>	Receipt of security services.	13	
<b>SUBTOTAL FOR TCMH GROUP</b>			<b>3,338</b>	

**(b) RRPTs between APM Group and WTCH Group**

Transacting company within APM Group	Party transacting with APM Group	Nature of Transaction	Actual value transacted (RM'000)	Name of Interested related parties
<ul style="list-style-type: none"> <li>• APMCC</li> <li>• APMSD</li> <li>• APMMD</li> </ul>	<ul style="list-style-type: none"> <li>• Angka-Tan Motor Sdn. Bhd. ("ATM")</li> <li>• WTC Automotif (M) Sdn. Bhd.</li> </ul>	Sale of parts and components.	11,148	Interested Directors: <ul style="list-style-type: none"> <li>• Dato' Tan Heng Chew<sup>(1)</sup></li> </ul>
<ul style="list-style-type: none"> <li>• PTK</li> </ul>	<ul style="list-style-type: none"> <li>• MUV Marketplace Sdn. Bhd.</li> </ul>	Provision of rental of office and factory premises at Lot 3, Jalan 6/3, Kawasan Perusahaan Seri Kembangan, Selangor.	83	<ul style="list-style-type: none"> <li>• Nicholas Tan Chye Seng<sup>(3)</sup></li> </ul> Interested major shareholders:
<ul style="list-style-type: none"> <li>• APMCC</li> <li>• APMMD</li> <li>• APMAC</li> <li>• APM Auto Electrics Sdn. Bhd.</li> </ul>	<ul style="list-style-type: none"> <li>• ATM</li> <li>• TCIM Sdn. Bhd.</li> <li>• Jentrakel Sdn. Bhd.</li> </ul>	Purchase and renting of heavy equipment and industrial machinery, and motor vehicles as well as related workshop services and other products.	16	<ul style="list-style-type: none"> <li>• TCC<sup>(4)</sup></li> <li>• Dato' Tan Heng Chew<sup>(1)</sup></li> <li>• Mr. Tan Eng Soon<sup>(5)</sup></li> </ul>
<ul style="list-style-type: none"> <li>• APMMK</li> </ul>	<ul style="list-style-type: none"> <li>• Mayflower Holidays Sdn. Bhd.</li> </ul>	Purchase of air ticketing and tour packages.	13	
<b>SUBTOTAL FOR WTCH GROUP</b>			<b>11,260</b>	
<b>GRAND TOTAL FOR TCMH GROUP AND WTCH GROUP</b>			<b>14,598</b>	

Note:

- (1) Dato' Tan Heng Chew is a Director of APM, TCMH Group, WTCH and TCC. He is also a major shareholder of APM, TCMH and WTCH. He is deemed interested by virtue of his interest in TCC pursuant to Section 8 of the Companies Act 2016. He is the brother of Dato' Tan Eng Hwa and Mr. Tan Eng Soon.
- (2) Dato' Tan Eng Hwa is a Director of APM Group, TCMH Group and TCC. He is also a shareholder of APM, TCMH and TCC. He is the brother of Dato' Tan Heng Chew and Mr. Tan Eng Soon.
- (3) Mr. Nicholas Tan Chye Seng is a Director of APM Group, TCMH Group and WTCH Group, and a shareholder of WTCH. He is the son of Dato' Tan Heng Chew.
- (4) TCC is a major shareholder of APM, TCMH and WTCH.
- (5) Mr. Tan Eng Soon is a major shareholder of APM, TCMH and WTCH. He is deemed interested by virtue of his interest in TCC pursuant to Section 8 of the Companies Act 2016. He is the brother of Dato' Tan Heng Chew and Dato' Tan Eng Hwa.

### **3. RATIONALE OF RRPTs**

The rationale of RRPTs are as follows:

- (a) the RRPTs with related parties are entered into for the long-term benefit of the APM Group. The RRPTs represent an existing market for the APM Group's products and provide a good source for certain components purchased by the APM Group. Sales to related parties also contribute to overall higher sales for the APM Group, thus, increasing trading volume, higher production efficiency and better bargaining power when negotiating with the vendors;
- (b) due to pre-existing contracts with the TCMH Group and WTCH Group, such as tenancy agreements and parts supply commitment, the APM Group remains contractually obligated to fulfill the terms and conditions of the agreements, notwithstanding the shareholders' mandate for RRPTs was not obtained at the 28<sup>th</sup> Annual General Meeting of the Company held in May 2025; and
- (c) the RRPTs are carried out in a manner similar to other business activities which the APM Group conducts with parties other than the related parties. The RRPTs are in the ordinary course of business and undertaken at arm's length, on normal commercial terms of the APM Group which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

### **4. FINANCIAL EFFECTS OF THE RRPTs**

#### **4.1 Share Capital and substantial Shareholders' Shareholdings**

The RRPTs do not have any effect on the share capital and substantial shareholders' shareholdings of APM as the RRPTs do not involve any issuance of securities of the Company.

#### **4.2 Earnings, Net Assets and Gearing**

The RRPTs do not have any material effect on the earnings, net assets and gearing of APM Group for the financial year ending 31 December 2025.

### **5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

Save as disclosed in Section 2 above, none of the other Directors, major shareholders and/or persons connected with them have any interests, direct or indirect, in the RRPTs.

The interested Directors have abstained and will continue to abstain from deliberation and voting in respect of the relevant RRPTs involving their interests and/or interests of persons connected with them, at the Board meetings.

**6. STATEMENT BY AUDIT COMMITTEE**

The Audit Committee, having considered the rationale for the RRPTs and reviewed all aspects of the RRPTs, is of the opinion that the RRPTs are in the best interest of the APM Group and are fair, reasonable and on normal commercial terms of the APM Group, which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

**7. STATEMENT BY BOARD OF DIRECTORS**

The Board of Directors (save for interested Directors as disclosed under Section 2 above), having taken into consideration all aspects of the RRPTs, is of the opinion that the RRPTs are undertaken in the best interest of APM Group.

**8. APPROVAL REQUIRED**

The RRPTs are not subject to approval of shareholders of APM as the applicable percentage ratio of the value transacted is less than 5%.

This announcement is dated 23 December 2025.