

RENEUCO BERHAD (“RENEUCO” OR “COMPANY”)

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE BONDS (“RCB”)

Further to the Company’s announcement dated 30 May 2025 regarding the quarterly report on the consolidated results for the financial period ended 31 March 2025, the Board of Directors of Reneuco wishes to provide the quarterly updates in relation to the Proposed Issuance of RCB as follows:

On 12 April 2023, the Company announced that the Company proposes to undertake an issuance of redeemable convertible bonds with an aggregate nominal value of up to RM350.00 million, which will mature on the date falling 36 months from the closing date of the first sub-tranche of Main Tranche 1 of the RCB.

On the same date, Reneuco had entered into a conditional subscription agreement with Triton Capital Fund VCC, a variable capital company incorporated in Singapore, acting on behalf of and for the account of TCF Fund A (“Triton”) (“**Subscription Agreement**”), pursuant to which the RCB will be issued by the Company in 4 main tranches (each, a “**Main Tranche**”), subject to the terms and conditions of the Subscription Agreement.

The circular to shareholders for the RCB has been issued by the Company on 28 June 2023 and the shareholders’ approval was obtained during the Extraordinary General Meeting held on 13 July 2023.

The summary of the amount of RCB subscribed and converted as at 23 May 2025 are as follows:-

Main Tranche	Sub-tranches	Aggregate amount of the RCB subscribed (RM'000)	Aggregate amount of the RCB converted into new ordinary shares of Reneuco (RM'000)	Aggregate amount of the RCB remain outstanding (RM'000)
1	1	3,000	3,000	-
1	2	2,000	2,000	-
1	3	2,500	2,500	-
1	4	2,500	2,450	50
1	5	4,000	4,000	-
1	6	5,000	5,000	-
1	7	4,000	4,000	-
1	8	4,000	4,000	-
1	9	5,000	5,000	-
	Total	32,000	31,950	50

The Conversion Price represents 80% of the average closing price per share on any three consecutive business days as selected by Triton during the 40 business days immediately preceding the date of issuance of Conversion Shares. The summary of the number of Conversion Shares issued and allotted as at 23 May 2025 are as follows:-

Main Tranche	Sub-tranches	Three consecutive business days preceding the date of issuance of Conversion Shares	Date of issuance of Conversion Shares	Conversion Price of Conversion Shares (RM)	Aggregate number of Conversion Shares
1	1	18 August 2023 to 22 August 2023	30 August 2023	0.1707	5,858,230
1	1	22 August 2023 to 24 August 2023	5 September 2023	0.1693	8,860,011

1	1	22 August 2023 to 24 August 2023	11 September 2023	0.1693	2,953,337
1	2	13 September 2023 to 15 September 2023	21 September 2023	0.1667	8,998,200
1	2&3	3 October 2023 to 5 October 2023	12 October 2023	0.1587	17,643,352
1	3&4	3 October 2023 to 5 October 2023	20 October 2023	0.1587	16,383,112
1	5	25 October 2023 to 27 October 2023	8 November 2023	0.1360	29,411,764
1	6	25 October 2023 to 27 October 2023	20 November 2023	0.1360	33,088,235
1	7	25 October 2023 to 27 October 2023	7 December 2023	0.1360	7,352,941
1	7	25 October 2023 to 27 October 2023	11 December 2023	0.1360	14,705,882
1	6&7	25 October 2023 to 27 October 2023	15 December 2023	0.1360	11,029,411
1	8	25 October 2023 to 27 October 2023	22 December 2023	0.1360	29,411,764
1	9	23 November 2023 to 27 November 2023	19 January 2024	0.1427	21,023,125
1	9	14 February 2024 to 16 February 2024	12 April 2024	0.1000*	4,000,000
1	9	14 February 2024 to 16 February 2024	24 April 2024	0.1000*	4,000,000
1	9	16 February 2024 to 20 February 2024	29 April 2024	0.1000*	4,000,000
1	9	8 March 2024 to 12 March 2024	9 May 2024	0.1000*	4,000,000
1	4&9	8 March 2024 to 12 March 2024	16 May 2024	0.1000*	4,500,000
Total					227,219,364

Note:

* The Conversion Price is lower than the Minimum Conversion price of RM0.10, the shares will be converted at the Minimum Conversion Price.

As at 23 May 2025, the Company has issued RCB with an aggregate nominal value of RM32.00 million. The proceeds raised from the RCB have been fully utilised as follows: -

Details of utilisation of proceeds	Proposed Utilisation of Proceeds (RM'000)	Actual Utilisation of Proceeds (RM'000)	Balance Unutilised (RM'000)	Estimated Timeframe for Utilisation	Notes
Working capital requirements for the following on-going projects:					
a) Hydro projects located at Kota Marudu, Sabah (" Hydro Project ")	21,000	2,925	18,075	Within 6 months	(i)
b) To partly fund the proposed acquisition of Adat Sanjung Sdn Bhd (" Proposed ASSB Acquisition ")	20,000	1,175	18,825 [#]	Within 6 months	(ii)
c) Small hydro power plants located at Gua Musang, Kelantan (" Nenggiri Project ")	100,000	400	99,600	Within 24 months	(iii)

d) 50-MW solar photovoltaic plant located at Pekan, Pahang (“LSS4”)	40,000	1,935	38,065	Within 12 months	(iv)
e) Development of affordable and mixed housing development at Kuala Nerus, Terengganu (“Kuala Nerus Project”)	100,000	2,832	97,168	Within 36 months	(v)
• Working capital for other upcoming projects and/or investment opportunities	49,850	19,439	30,411	Within 24 months	(vi)
• Estimated expenses in relation to the Proposal	19,150	3,294	15,856	Within 6 months	(vii)
Total	350,000	32,000	318,000		

Notes:

- (i) As at 23 May 2025, the Hydro Project has reached approximately 94% of total overall planned progress. The Company has utilised approximately RM2.93 million of the total proceeds to fund for the costs related to the EPCC of the Hydro Project.
- (ii) The Company intends to utilise up to RM20.00 million from the RCB to satisfy part of the purchase consideration for the Proposed ASSB Acquisition. The Proposed ASSB Acquisition has been completed on 15 December 2023, resulting in ASSB becoming a wholly owned subsidiary company of Reneuco RE Sdn Bhd (“RenRE”).

The payment of the purchase consideration for the Proposed ASSB Acquisition was satisfied via setting off OHP Ventures Sdn Bhd (“OVSB”) Group’s debt amounting to RM20.00 million. The proceeds allocated for the Proposed ASSB Acquisition allocation will be utilised for working capital for other up-coming projects of the Group and/or any investment opportunities.

As at 23 May 2025, approximately RM1.18 million has been utilised for working capital for other up-coming projects of the Group and/or any investment opportunities.

- (iii) On 11 May 2022, Reneuco has announced that Mikrogrid Lestari Sdn Bhd (“MLSB”), a 55%-owned subsidiary of Reneuco via RenRE, had on 10 May 2022, been selected as one of the successful bidders under the feed-in tariff (“FIT”) e-bidding exercise conducted by Sustainable Energy Development Authority (SEDA) Malaysia for the development of small hydro power in Malaysia. Under the e-bidding exercise, MLSB shall develop small hydro power plants with a total capacity of 40.4 MW in Gua Musang, Kelantan. The power purchase agreement in relation to the Nenggiri Project has a tenure of 21 years.

As at 23 May 2025, the pre-development works for the Nenggiri Project are still on-going and subject to the outcome of the study, basic engineering design, and commencement of the engineering, procurement, construction and commission works, the scheduled project completion will be in the first half of 2027. The company has utilised approximately RM0.40 million of the total proceeds to finance the construction costs including but not limited to the cost for design works, mechanical and electrical works, civil works and professional fees and other related fees to the financiers which include administrative fees as well as other incidental costs payable to the financiers for the project.

- (iv) On 20 August 2021, Reneuco had announced that PKNP Reneuco Suria Sdn Bhd, a 95% owned subsidiary of Reneuco, will design, construct, own, operate and maintain a solar photovoltaic energy generating facility with a capacity of 50.0 MW, located in Mukim Kuala Pahang, Pekan, Pahang Darul Makmur.

As at 23 May 2025, the LSS4 solar project reached 78% of completion. The company has utilised approximately RM1.94 million of the total proceeds to finance the construction costs of the project including but not limited to the procurement of materials and equipment, professional fees and other related fees to the financiers which include administrative fees as well as other incidental costs payable to the financiers in relation to project funding for the balance of the project cost.

- (v) On 8 December 2022, the Company had announced that Reneuco Development Sdn Bhd (“**RenDev**”) had entered into a joint venture agreement with Pejabat Setiausaha Kerajaan Terengganu (acting on behalf of the State Government of Terengganu) and Perbadanan Memajukan Iktisad Negeri Terengganu (a corporation established under the Enakmen Perbadanan Memajukan Iktisad Negeri Terengganu) (“**PMINT**”) for the propose to develop affordable and mixed housing development on government land located at Lot 100677 (8.963 hectares) and Lot 100678 (9.996 hectares) in Kawasan Pentadbiran Kuala Nerus, Mukim Batu Rakit, Daerah Kuala Nerus, Terengganu Darul Iman with a total gross development value (“**GDV**”) of approximately RM315.84 million.

As at 23 May 2025, RenDev has commenced pre-development works for the Kuala Nerus Project and the construction is expected to be completed within 60 months, or any extended period authorised in writing by PMINT effective from the date of the joint venture agreement. The company has utilised approximately RM2.83 million of the total proceeds to part fund the Kuala Nerus Project.

- (vi) The Company intends to utilise up to RM49.85 million of the proceeds raised from the RCB to fund its working capital requirements to facilitate the initial expenses for upcoming projects and/or investment opportunities, within 24 months from completion of the RCB issuance.

As at 23 May 2025, the Company has utilised approximately RM19.44 million of the proceeds raised to fund the working capital requirements to facilitate the initial expenses such as tender consultations for upcoming projects and/or investment opportunities as well as working capital for construction related projects.

- (vii) The breakdown of the amount utilised on the estimated expenses in relation to the RCB issuance are as follows:

Description	RM'000
Professional fees	1,585
Annual trustee fees	109
Administrative fees	1,600
Total	3,294

This announcement is dated 30 May 2025.