BEDI BERHAD ("BEDI" OR THE "COMPANY") (FORMERLY KNOWN AS WMG HOLDINGS BHD.)

PROPOSED DISPOSAL BY WAH MIE REALTY SDN BHD, AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF BEDI, OF ALL THAT PARCEL OF LAND MEASURING APPROXIMATELY 49,920 SQUARE FEET HELD UNDER CL015379487 SITUATED AT MILE 5, TUARAN ROAD, IN THE DISTRICT OF KOTA KINABALU, SABAH, MALAYSIA TOGETHER WITH TWO (2) WAREHOUSES AND ONE (1) OFFICE BLOCK ERECTED THEREON ("SUBJECT PROPERTY") FOR A TOTAL CASH CONSIDERATION OF RM14.30 MILLION ("PROPOSED DISPOSAL")

1. INTRODUCTION

The Board of Directors of BEDI ("**Board**") wishes to announce that Wah Mie Realty Sdn Bhd ("**WMRSB**" or the "**Vendor**"), an indirect wholly-owned subsidiary of BEDI, had on 11 May 2026, entered into a Sale and Purchase Agreement ("**SPA**") with S.W.E. Elektrikal Sdn Bhd ("**SWE**" or the "**Purchaser**") for the Proposed Disposal.

Further details of the Proposed Disposal are set out in the ensuing sections of this Announcement.

2. INFORMATION ON WMRSB AND SWE

2.1 WMRSB

WMRSB [Registration No. 197901003389 (47669-A)], is a private limited company duly incorporated in Malaysia on 21 May 1979 under the Companies Act 1965 and is deemed registered under the Companies Act 2016 ("**Act**"), with its registered office at No. D-09-02, Level 9, EXSIM Tower, Millerz Square @ Old Klang Road, Megan Legasi, No. 357, Jalan Kelang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan.

As of the date of this announcement, the issued share capital of WMRSB is RM45,000,000 comprising 45,000,000 ordinary shares. WMRSB is principally involved in investment holding and property development. WMRSB is 96% owned by Ritai Sdn Bhd (a wholly-owned subsidiary of BEDI) and 4% owned by BEDI.

The directors of WMRSB are Kong Chung Vui and Lita, all of whom do not hold any shares in WMRSB.

The shareholdings of WMRSB's shareholders are set out below:

	Direct		**Indirect**	
Name	**No. of shares**	**%**	**No. of Shares**	**%**
Ritai Sdn Bhd	43,200,000	96.00	-	-
BEDI	1,800,000	4.00	43,200,000*	96.00

Note:
(*) Deemed interested by virtue of its shareholdings in Ritai Sdn Bhd pursuant to Section 8 of the Act.

2.2 Information on the Purchaser

SWE [Registration No. 200101000977 (536733-V)], is a private limited company duly incorporated in Malaysia on 13 January 2001 under the Companies Act 1965 and is deemed registered under Act, with its registered office at Lot 7 & 8, Lorong Buah Duku, Kolombong Light Industrial Estate, Jalan Kolombong, Inanam, P.O. Box 10406, 88804 Kota Kinabalu, Sabah and its business address at Lot 7 & 8, Lorong Buah Duku Kolombong Light Industrial Estate Jalan Kolombong, Inanam 88450 Kota Kinabalu, Sabah.

As of the date of this announcement, the issued share capital of SWE is RM600,000.00 comprising 600,000 ordinary shares. SWE is principally involved in Electrical contractor, supply and wholesale of electrical products and renovation contractor.

The directors of SWE are Chin Fui Ming, Lai Su Yee, Chin Lee Ken and Daniel Chin Pau Chee.

The direct and indirect shareholdings of SWE's directors and shareholders are set out below:

	Direct		Indirect	
Name	**No. of shares**	**%**	**No. of shares**	**%**
Chin Fui Ming	420,000	70.00	-	-
Lai Su Yee	120,000	20.00	-	-
Chin Lee Ken	60,000	10.00	-	-

3. INFORMATION ON THE SUBJECT PROPERTY

3.1 Details of the Subject Property

The Subject Property is located within the larger Inanam Industrial Belt area, the industrial "mainland" of Kota Kinabalu, straddling on both sides of Jalan Tuaran from Kilometre 8 to Kilometre 12.50. Most of the lands within this region have been developed with industrial complexes or further subdivided for terraced and semi-detached light industrial buildings.

Industrial activities within this region include heavy vehicles or transportation yard and services, manufacturing, food processing and packaging, cast iron and steel tube fabrication, welding and iron-works workshops, storage and warehousing, motor repairing workshops, beverage bottling plants, tyre retreading factories, furniture workshops, and timber-based industries. About 1.50 kilometres to the north-east of Kolombong Industrial Developments is Inanam township where all public amenities and services are available.

The Subject Property measures approximately 4,637.6 square metres (49,920 square feet or 1.15 acres) and is developed with two (2) warehouses and one (1) storey office/showroom block, all of which were constructed more than 40 years ago. The land is generally flat, trapezium in shape, with about 100 metres of frontage to Jalan Kolombong and an average depth of 50 metres. It is enclosed by chain-linked fencing with a metal sliding gate, lying at the same level as the access road.

The information on the Subject Property are as follows:

Registered Owner	Wah Mie Realty Sdn. Bhd.
Postal Address	Mile 5, Tuaran Road, in the district of Kota Kinabalu, Sabah

Title No.	CL015379487
Land Area	1.15 acres (49,920 sq ft / 4,637.6 sqm)
Category of Land Use	Commercial/ Local Centre (LC)
Tenure	Leasehold – 60 years (Effective: 1 Jan 2019; Expiry: 31 December 2078; Unexpired: 52 years)
Restriction-in-interest	Nil
Encumbrances	Charged to RHB Bank Berhad vide Memo No. MC1411010213 dated 5 November 2014
Express Conditions	The land is demised for commercial use; subdivision and transfer require written permission from the Director of Lands and Surveys Department
The Property	Two (2) warehouses and one (1) storey office/showroom block
Age of Building(s)	More than 40 years
Rental	RM7,000 per month charged to Wah Mie Trading for use of the warehouses
Percentage of Occupancy	Warehouses fully occupied by Wah Mie Trading Sdn. Bhd., a subsidiary of BEDI, for warehousing operations; office/showroom block not leased to external tenants
Existing and proposed use	Commercial development potential (previously approved 328 service suites and 9 retail units, not pursued)
Independent Registered Property Valuer ("**Valuer**")	C H Williams Talhar & Wong (Sabah) Sdn. Bhd.
Material Date of Valuation	1 October 2024
Valuation Approach	Comparison method for land and depreciated replacement cost for buildings
Market Value	RM12,800,000.00
Audited Net Book Value ("**NBV**") as at 31 March 2025	RM3,351,738.90

In arriving at the opinion of the market value of the Subject Property, the Valuer had appraised the Subject Property using Comparison method for land and depreciated replacement cost for buildings vide its Valuation Report dated 31 October 2019.

The investment method entails determining the net annual income by deducting the annual outgoings from the gross annual income and capitalising the net income by a suitable rate of return consistent with the type and quality of investment to arrive at the market value.

3.2 Original costs and dates of investment

The date and original cost of investment are as follows:

Date(s) of Investment	Cost of Investment RM'000
Land & Building (held under the parent title CL 015379487)	**2,176**

3.3 Liabilities and guarantees

Save for the obligations, warranties and indemnities arising from or in connection with the SPA, there are no other liabilities including contingent liabilities to be assumed by BEDI and its subsidiaries (the "**Group**") after the completion of the Proposed Disposal.

In addition, there are no guarantees given by the Group to the Purchaser in relation to the Proposed Disposal.

4. BASIS AND JUSTIFICATION FOR THE DISPOSAL CONSIDERATION

The disposal consideration of RM14.3 million was arrived at on a willing-buyer willing-seller basis after arm's-length negotiations between the Vendor and Purchaser. In determining the consideration, the Board took into account the following:

(a) Independent Valuation

The Subject Property was valued at RM12.8 million as at 1 October 2024 by C H Williams Talhar & Wong (Sabah) Sdn. Bhd., an independent registered valuer, using the comparison method for land and depreciated replacement cost for buildings.

(b) Premium over Valuation

The disposal consideration represents a premium of approximately RM1.5 million (11.7%) over the independent market valuation, reflecting the strategic location and demand for industrial properties in the Kolombong area.

(c) Gross and Net Proceeds

The disposal will generate gross proceeds of RM14.3 million. After deducting estimated expenses and income tax payments, the net proceeds are expected to be approximately 9.8 million, to be utilised as follows:

(i) RM3.0 million for repayment of bank borrowings within three (3) months; and
(ii) RM6.8 million to finance future expansion and strategic initiatives.

The Proposed Disposal represents an opportunity for BEDI to unlock the value of a mature, non-core property asset at a premium above independent valuation. The disposal will enable the Group to streamline its asset base by divesting an ageing property with limited redevelopment prospects, strengthen financial flexibility by reducing gearing and enhancing liquidity through the redeployment of net proceeds, and focus resources on core operations and strategic growth areas.

The Board is of the opinion that the disposal consideration is fair and reasonable, and that the Proposed Disposal is in the best interests of BEDI, as it allows the Group to monetise a non-core asset while improving the Group's financial position and liquidity.

5. SALIENT TERMS OF THE SPA

The salient terms of the SPA for the Proposed Disposal are as follows:

5.1 SPA

The Vendor agrees to sell, and the Purchaser agrees to purchase, the Subject Property of all that parcel of land measuring approximately 49,920 square feet held under CL015379487 situated at Mile 5, Tuaran Road, in the district of Kota Kinabalu, Sabah together with two (2) warehouses and one (1) office block erected thereon, at the Disposal Consideration and upon the terms and conditions of the SPA.

5.2 Manner of payment of Disposal Consideration

The Disposal Consideration shall be satisfied entirely in cash by the Purchaser in the following manner:

(a) a sum of Ringgit Malaysia One Million Four Hundred Thirty Thousand (RM1,430,000.00) only being the deposit and part payment towards the said Disposal Consideration (hereinafter a sum of RM1,430,000.00 shall referred to as "**the Deposit**") shall be paid by the Purchaser(s) as follows :-

(i) prior to the execution of the SPA, a sum of Ringgit Malaysia Four Hundred Thirty Thousand (RM430,000.00) only being the earnest deposit and part payment towards the said Disposal Consideration has been paid to Knight Frank Real Estate Sdn. Bhd. being the authorised real estate agent of the Vendor and deemed payment to the Vendor, the receipt of which the Vendor hereby acknowledges; and

(ii) upon the execution of the SPA, a further sum of Ringgit Malaysia One Million (RM1,000,000.00) only being balance of the Deposit shall be paid by the Purchaser(s) to the Purchaser's solicitors as stakeholders to be released to the Vendor upon receipt of the following by the Purchaser's Solicitors:-

(1) Memorial number issued by the relevant land registry confirming the registration of caveat against the said Property, and search issued by the Central Land Office confirming that, except for the legal charges in favour of the said Financier, no other encumbrances are registered on the title deeds; or

(2) Upon expiry of fourteen (14) days from the date of the SPA,

whichever is earlier. The Vendor's solicitors shall be entitled to deduct from the above balance of the Deposit any outstanding amounts payable by Vendor in respect of the said Property (including without limitation any outstanding quit rents, assessments, and other outgoings in respect of the said Property) before releasing the above balance of the Deposit to the Vendor.

(b) The balance of the said Disposal Consideration for the sum of Ringgit Malaysia Twelve Million Eight Hundred Seventy Thousand (RM12,870,000.00) only shall be paid by the Purchaser(s) to the Vendor's Solicitors as Vendor's stakeholders (and which shall be deemed payment to the Vendor) within four (4) months from the date of the SPA (hereinafter referred to as the "**Completion Period**"), subject to the terms and conditions as set out in the SPA.

5.3 Conditions Precedent

The sale and purchase of the Subject Property is conditional upon the Vendor obtaining the permission from Director of Lands and Surveys for transfer and the extension of the building covenant until 01.01.2028, and to pay the premium chargeable for the said permission.

5.4 Completion of the SPA

The Proposed Disposal shall be deemed to be completed upon full payment of the said Disposal Consideration having made by the Purchaser (hereinafter referred to as "**the Completion Date**").

5.5 Purchaser's Default

In event of default by the Purchaser, the SPA shall be deemed terminated whereupon the Vendor shall be entitled to forfeit the deposit as agreed liquidated damages. All other sums paid (if any) shall be refunded to the Purchaser without interest within fourteen (14) days upon demand. Where vacant possession has been delivered, the Purchaser shall re-deliver the same to the Vendor, and the Purchaser shall, at its own cost, remove any caveat lodged on the property within fourteen (14) days.

5.6 Vendor's Default

In the event the Vendor, without any fault on the part of the Purchaser, wilfully refuses to complete the sale, the Purchaser shall be entitled to either enforce the SPA by way of specific performance and/or claim damages, or elect to terminate the agreement and receive a full refund of all monies paid together with a sum of RM1,430,000.00 as agreed liquidated damages within fourteen (14) days upon demand. Where vacant possession has been delivered, the Purchaser shall re-deliver the same to the Vendor.

6. EFFECTS OF THE PROPOSED DISPOSAL

6.1 Issued share capital and substantial shareholders' shareholdings

The Proposed Disposal will not have any effect on the issued share capital and substantial shareholders' shareholdings of the Group as the Disposal Consideration will be satisfied wholly in cash and does not involve any issuance of new ordinary shares in BEDI ("**BEDI Shares**").

6.2 Net Assets ("NA") and gearing

For illustration purposes, the pro forma effects of the Proposed Disposal on the Group's NA and gearing position based on the latest audited consolidated financial statements as at 31 March 2025 are set out below:

	Audited as at 31 March 2025 RM'000	**Mydin Sales and Lot 2 Acquisition RM'000**	**After the Proposed Disposal RM'000**
Share capital	434,682	434,682	434,682
Other reserve	149,173	149,173	149,173
Merger deficit	(312,039)	(312,039)	(312,039)
(Accumulated losses)	(79,793)	(57,692)	(48,350)
Total Equity	**192,023**	**214,124**	**223,466**
No. of BEDI Shares ('000)	867,149	867,149	867,149
NA per Share (RM)	0.22	0.25	0.26
Total borrowings	149,450	127,995	124,995
Gearing ratio (times)	0.78	0.53	0.55

Notes:

(a) After taking into account the estimated one-off disposal gain of RM9.430 million from the Proposed Disposal, which is computed as follows:

Gain from Proposed Disposal	**Amount RM'000**
Disposal Consideration	14,300
Less: Audited NBV of the Subject Property as at 31 March 2025	642
Less: predevelopment cost previously capitalised	2,710
Less: Estimated expenses for the Proposed Disposal [(1)]	572
Less: Estimated premium payable for the extension of owner covenant and the permission for transfer of the said property	850
Less: Premium for Estimated gross gain from the Proposed Disposal	**9,526**
Less: Estimated income tax payable	184
Estimated net gain from the Proposed Disposal	**9,342**

[(1)] Comprise of agency fee, legal fee and other ancillary expenses

6.3 Earnings and earnings per share ("EPS")

For illustrative purposes, based on the latest audited consolidated financial statements of the Group for the 15-month FPE 31 March 2025 and assuming that the Proposed Disposal had been effected within the financial year, the pro forma effects of the Proposed Disposal on the consolidated earnings of the Group is as follows:

	Audited as at 31 March 2025 RM'000	Mydin Sales and Lot 2 Acquisition RM'000	After the Proposed Disposal RM'000
PAT attributable to the owner Group	24,499	24,499	24,499
Add: Estimated net gain from the Proposed Disposal	-	22,101	31,443
Pro forma PAT	**24,499**	**46,600**	**55,942**
No. of BEDI Shares ('000)	867,149	867,149	867,149
EPS (sen)	0.03	0.05	0.06

7. APPROVALS REQUIRED

The Proposed Disposal is subject to the following approvals/consents being obtained:

(i) written permission from Lands and Surveys Department to transfer the Subject Property from the Vendor to the Purchaser, if required; and

(ii) any other relevant regulatory authorities and/or parties, where applicable.

8. HIGHEST PERCENTAGE RATIO

The highest percentage ratio applicable for the Proposed Disposal pursuant to Paragraph 10.02(g) of the Listing Requirements is 7.45%, calculated based on the Disposal Consideration of RM14.30 million against the audited NA of the Company of RM192.02 million as at 31 March 2025.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the directors, major shareholders of the Company and/or persons connected with them have any interest, direct or indirect, in the Proposed Disposal.

Save for the Proposed Disposal, there are no other transactions between the Company and the Purchaser which have been entered into in the 12 months preceding the LPD.

10. DIRECTORS' STATEMENT AND RECOMMENDATION

After considering all aspects of the Proposed Disposal, including but not limited to the rationale and effects of the Proposed Disposal, basis and justification for the Disposal Consideration, terms and conditions of the SPA and the risk factors of the Proposed Disposal, the Board is of the opinion that the Proposed Disposal is in the best interest of the Company.

11. ESTIMATED TIMELINE FOR COMPLETION OF THE PROPOSED DISPOSAL

Barring any unforeseen circumstances, the Proposed Disposal is expected to be completed by the fourth quarter of 2026.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the SPA and the Valuation Certificate for the Subject Property are available for inspection at BEDI's registered office at D-09-02, Level 9, EXSIM Tower, Millerz Square @ Old Klang Road, Megan Legasi, No.357, Jalan Kelang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan, during normal business hours from Monday to Friday (except public holidays) for a period of 3 months from the date of this Announcement.

This announcement is dated 11 May 2026.