

OLYMPIA INDUSTRIES BERHAD

MATERIAL LITIGATIONS AS AT 21 FEBRUARY 2024

Save as disclosed below, Olympia Industries Berhad (“OIB” or “Company”) and its subsidiary companies are not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Directors of OIB have no knowledge of any proceedings pending or threatened against OIB and/or its subsidiary companies or of any facts likely to give rise to any proceedings which may materially and adversely affect the position and/or business of OIB and its subsidiary companies:

1. Rinota Construction Sdn Bhd (“Petitioner”) vs Mascon Rinota Sdn Bhd (“MRSB”), Mascon Sdn Bhd (“MSB”), Olympia Industries Berhad (“OIB”) and others (collectively, “Respondents”)

- 1.1 On 13 December 2006, Petitioner filed an action against the Respondents at the Kuala Lumpur High Court (“**KLHC**”) by virtue of an alleged oppression under Section 181 of the then Companies Act 1965 (“**Original Petition**”) seeking damages of approximately RM8.0 million.
- 1.2 On 21 October 2007, the Petitioner filed an application to amend the Original Petition by adding Mascon Construction Sdn Bhd (“**MCSB**”), a subsidiary of DutaLand, as another respondent and such application was subsequently allowed by KLHC.
- 1.3 On 25 March 2008, MSB, a subsidiary of OIB, was wound up. On 29 August 2012, KLHC ruled in favour of the Petitioner with an order against MCSB and others to buy out the Petitioner’s shareholding in MRSB which is a subsidiary of MSB. On 27 September 2012, MCSB and the others appealed against the KLHC decision. Appeal was allowed by the Court of Appeal with costs of RM100,000.00. The Petitioner filed an application for leave to appeal to the Federal Court (“**Federal Court**”) and leave was granted on 21 June 2016.
- 1.4 The appeal at the Federal Court was heard on 22 May 2017 and appeal was allowed. The Federal Court reinstated the High Court Order dated 29.8.2012 ordering all the Respondents to purchase the shares owned by the Petitioner in MRSB and that a certified public accountant be appointed to inspect the accounts of MRSB and file a report to the High Court of the results of the inspection to determine the value of the shares, together with payment of RM100,000 being costs to the Petitioner for the hearing in the Federal Court and the Court of Appeal.
- 1.5 The High Court fixed the case for further case management before the judge on 3 May 2018 pending appointment of the certified public accountant. The High Court allowed the Petitioner’s application for extension to re-appoint BDO Governance Advisory Sdn Bhd (“**BDO**”) as the Court appointer auditor. Pursuant to the court order dated 26 June 2018, BDO had 6 months from 26 June 2018 to prepare the accountant’s report.
- 1.6 On 17 January 2019, the Petitioner informed the High Court that they will file a Notice of Application to Appoint a new auditor as the earlier auditor failed to complete the accounts within the deadline given. The High Court directed the Petitioner to file the said Notice of Application to Appoint on or before 31 January 2019.

- 1.7 On 31 January 2019, the Petitioner informed the High Court that they have appointed a new auditor, Ferrier Hodgson MH Sdn Bhd (“**FHMH**”), and the High Court fixed the matter for decision on 22 April 2019. On 23 July 2019, the Court dismissed the Notice of Application to Appoint FHMH to prepare an accountant’s report to advise the Court on the fair price of the shares. On 6 August 2019, the Petitioner filed an appeal against the High Court’s decision to dismiss the order sought by the Petitioner. The High Court’s grounds of judgement was published on 15 November 2019. The Court of Appeal fixed the appeal for case management on 10 March 2020.
- 1.8 On 10 March 2020, the Court of Appeal fixed the appeal for hearing on 7 July 2020. On 7 July 2020, the Court of Appeal allowed the Petitioner’s appeal to appoint FHMH in replacement of BDO, with costs of RM15,000.00 payable to the Petitioner (“**COA Order dated 7 July 2020**”). Case Management was fixed on 17 August 2020 before the High Court for further directions on the appointment of FHMH. On 5 August 2020, the Respondents filed for leave to appeal against the COA Order dated 7 July 2020 to the Federal Court (“**FC Leave Application**”). The FC Leave Application was fixed for case management on 7 September 2020.
- 1.9 On 17 August 2020, the Petitioner informed the Court that FHMH has been appointed pursuant to the COA Order dated 7 July 2020 to prepare an accountant’s report to advise the High Court on the fair buy-out price of the Petitioner’s shares in Mascon Rinota Sdn Bhd. The Petitioner is required to produce the said report within 4 months from the COA Order dated 7 July 2020 i.e. by 7 November 2020. The Learned Judge directed both parties to submit their accountant’s reports by 30 September 2020 and has fixed case management on 1 October 2020.
- 1.10 On 1 October 2020, the matter was called up for case management before the High Court. Parties informed the High Court that they have nominated their respective auditors. Meanwhile, parties jointly applied for an extension of time to file and exchange their accountant’s reports given that parties in the midst of retrieving the requisite documents to enable their auditors to finalise their Accountant’s Reports. The High Court took note of the same and fixed the matter for further case management on 30 November 2020 for parties to update the High Court on the status of the parties’ accountant reports. However, due to the extension of the Conditional Movement Control Order till 9 December 2020, the High Court rescheduled the matter for case management to 9 February 2021.
- 1.11 On 11 November 2020, the FC Leave Application was called up for case management. In light of the extension of the Conditional Movement Control Order till 9 December 2020, the parties have agreed to proceed with FC Leave Application by way of an online hearing on 25 November 2020. On 25 November 2020, the Federal Court allowed the Respondents’ Notice of Motion for leave to appeal. On 25 November 2020, the Federal Court allowed the FC Leave Application for leave to appeal (“**Leave Order**”).
- 1.12 On 8 December 2020, the Petitioner filed a FC motion to discharge the FC Leave Order. At the hearing of the motion on 8 February 2021, the Federal Court allowed the Petitioner’s Motion to Discharge the FC Leave Order with costs of RM 40,000.00.

- 1.13 At the Case Management before the High Court on 9 February 2021, the Court directed both parties to file and exchange their respective Accountant's Reports on or before 10 May 2021 and respective rebuttal reports on or before 10 June 2021.
- 1.14 The Respondents' Notice of Application to replace Bridge Corporate Management KPMG Corporate Advisory Sdn Bhd ("**KPMG**") was filed on 10 May 2021 in order for the Valuation Report to be prepared and finalised expeditiously. The application was allowed by the Court on 19 July 2021. KPMG was appointed as the Respondents' accountants and given 4 months from 19 July 2021 to prepare its Valuation Report. The Court fixed 3 December 2021 (re-fixed 13 December 2021) for case management for parties to update the Court on the status of the Valuation Report.
- 1.15 On 13 December 2021, the Respondents' Valuation Report was filed and parties exchanged their respective Valuation Reports on the same day. The Court fixed 21 January 2022 for case management for parties to update the Court on the time required for the preparation of the parties' respective Rebuttal Reports.
- 1.16 On 21 January 2022, the Court directed the parties to file its Rebuttal Reports by 1 April 2022. The hearing is fixed on 21 April 2022.
- 1.17 On 21 April 2022, the Court allowed the Respondent's Application for Extension of Time to file the Rebuttable Report by 29 April 2022 and the case was fixed for case management on 19 May 2022. The Court had on 19 May 2022, further fixed case management to 17 June 2022. On 17 June 2022, the Court fixed a hearing date on 5 September 2022. During the hearing on 5 September 2022, the Court allowed Respondents' Application for Leave to Cross-Examine Experts and the case was fixed for case management on 7 October 2022.
- 1.17 During the case management on 7 October 2022, the Court fixed the matter for further case management on 7 November 2022. On 7 November 2022, the court fixed for cross-examination of the experts on 8 June 2023 and 9 June 2023.
- 1.18 The Court vacated the dates on 8 June 20223 and 9 June 2023 due to Court's unavailability.
- 1.19 Cross-examination of the experts will take place on 28 February 2024 and 29 February 2024.

2. Alan Goh & 36 others ("Plaintiffs") vs KL Landmark Sdn Bhd ("KLL") & 2 others ("Defendants")

(a) at High Court

- 2.1 On 14 November 2018, the Plaintiffs, who are owners of units in K Residence commenced legal proceedings against the Defendants. KLL is a wholly owned subsidiary of the Company in the KL High Court with Suit No WA-22NCvC-752 11/2018 ("**Suit 752**").
- 2.2 The Plaintiffs are claiming, among others, unquantified damages for failure to form JMB; mismanagement of maintenance funds; loss of rental of residential units due to the Moroccan Embassy; payment of utilities to related parties on undisclosed terms, non-payment of maintenance charges & fraudulent waivers, transfer of common property to City Properties, payment to Miles, depletion of funds, diminution in value of K Res properties & lifting the corporate veil.

- 2.3 On 23 December 2019, the High Court struck out the suit, and awarded costs to the Defendants.
- 2.4 Trial dates are fixed on 16, 17, 18, 19 & 23 October 2023 and proceeded. Further trial dates are fixed on 1 December 2023, 8 to 11 and 15 to 16 January 2024.
- 2.5 Trial proceeded on 16 to 19 October 2023. The matter is now fixed for continued trial on 4 to 6, 9 to 13 December 2024.

(b) at Court of Appeal

- 2.6 Unhappy with the decision of the High Court, the Plaintiffs filed an appeal against the High Court decision to the Court of Appeal. Hearing of the appeal was fixed on 14 December 2021. When the hearing of the appeal was heard on 14 December 2021, the Court of Appeal overruled the decision of the High Court with costs at the appeal given to the Plaintiffs. The Court of Appeal held that the Plaintiffs' claims are not obviously unsustainable the claims should be considered by the trial court.

(c) at Federal Court

- 2.5 Unhappy with the decision of the Court of Appeal, on 14 January 2022, the Defendants filed a Notice of Motion for leave to appeal to the Federal Court. The hearing date was fixed for hearing date on 5 October 2022.
- 2.6 On the hearing day on 5 October 2022, the Federal Court granted the Defendants leave to appeal with costs to be paid in the cause of the appeal proper. The questions of law to be determined by the Federal Court are:
 - (a) Whether there is a private law cause of action by the Respondents/condominium owners against the Applicant/developer of the condominiums for the alleged breach of statutory duty under the Building and Common Property (Maintenance and Management) Act 2007 ("Act 663") and/or the Strata Management Act 2013 ("Act 757"), in respect of the Respondents' pleaded causes of action during the developer's management period; and
 - (b) Whether the relief of pure economic loss is recoverable in a private law cause of action by the Respondent/condominium owners against the Applicant/developer of the condominium for the alleged breach of statutory duty under Act 663 and/or Act 757, in respect of the Respondents' pleaded causes of action during the developer's management period that allegedly resulted in the diminution in value of their condominiums?
- 2.7 The Federal Court fixed the appeal proper to be heard on 22 May 2023.
- 2.8 During the hearing held on 22 May 2023, the 3 panel judges of the Federal Court declined to respond to the questions raised and reached a unanimous decision concurring with the Court of Appeal. They acknowledged that there are issues to be addressed and the case is not unsustainable. Consequently, a cost of RM50,000.00 was awarded to the Respondent/Plaintiff.

3. **Badan Pengurusan Bersama Avenue K dan K Residence ("Plaintiff") vs KL Landmark Sdn Bhd (KLL") vs 7 others**

(a) At the High Court

- 3.1 On 9 May 2019, the Plaintiff commenced legal proceedings against KLL, a wholly-owned subsidiary of the Company and seven others in the Kuala Lumpur High Court with Civil Suit No. WA-22NCvC-310-05/2019 ("**Suit 310**") where JMB is claiming,

amongst others, a declaration that all contra payments made by KLL through various “contra adjustments” for the maintenance charges of RM3,048,913-61 payable by KLL to JMB are null and void and must be refunded by KLL to JMB. Suit 310 is now consolidated with the Suit 724 (please refer to paragraph 4 below).

3.2 On the supply of chilled water, electricity, water & waste disposal:

3.2.1 On 13.8.2020, the High Court granted an ex-parte injunction order compelling KLL and CP to continue with the supply of chilled water, electricity, water & waste disposal until both Suit 310 and Suit 724 have been finally disposed or until COA & FC stage (if any).

3.2.2 The Plaintiff failed to set the ex-parte injunction heard inter-parte and as a result, the ex-parte injunction order lapsed. On 21.5.2022: CP turned off the chilled water supply to K Res. Plaintiff subsequently applied for an Interim Mandatory Injunction to compel CP and KLL to resume the supply of chilled water. On 13.7.2022: High Court granted mandatory injunction against KLL and City Properties. On 22.7.2022, KLL & CP filed Notice of Appeal against Plaintiff’s Mandatory Injunction Order (“**Appeal against the Mandatory Injunction Appeal-1**”).

3.3 Trial Commenced

3.3.1 Trial commenced on 15.11.2022. During the trial, Brian (Treasurer) started testifying whereupon KLL raised a preliminary objection, in that, Brian does not have a right to stand as witness as a treasurer testifying on behalf of the JMB in view that AGM has not taken place for 3 years, making reference to Commissioner of Buildings’ direction to the Plaintiff to convene an AGM (COB’s Direction). The Plaintiff informed the High Court Judge that the Plaintiff had in separate suit obtained an interim stay at the HC (“**Judicial Review Case-Suit 8**”). HC Judge ordered the parties to submit written submission on that point.

3.3.2 On 12.19.2020, an application for stay of Suit 2 pending Suit 1 FC Decision was filed by KLL. HC dismissed the application for stay. On 4.1.2023, KLL filed a motion at the Court of Appeal to stay of all proceedings in Suit 310 at the High Court pending the disposal of KLL’s appeal Federal Court in Suit 752 (“**Appeal Pending Suit 1 FC Decision – Appeal 2**”). The Court of Appeal granted the motion to stay Suit 310 pending hearing of the Appeal Pending Suit 1 FC Decision – Appeal 2. As a result, the trial dates 20-24 Feb 2023 at the High Court have been vacated.

3.3.3 On 3.1.2023: HC Judge gave his decision on KLL’s preliminary objection in respect of JMB’s authority to proceed with the action (**KLL’s Preliminary Objection**). The HC Judge dismissed KLL’s Preliminary Objection, among others, on the ground that-under paragraph 8 of the 2nd Schedule to the Strata Management Act 2013 which provides that any defects in the committee does not invalidate a proceeding-commenced. Trial resumed and D1 completed the cross-examination of the Plaintiff’s 1st witness. On 17.1.2023, KLL filed a Notice of Appeal against the HC decision for dismissing **KLL’s Preliminary Objection -Appeal-3**.

(b) at Court of Appeal

3.4 Appeal against the Mandatory Injunction Appeal – 1 (1398-07/2022)

- (i) Case management is fixed on 1 Aug 2023 and hearing of the Appeal will be heard on 14 August 2023.
- (ii) On 14 August 2023, KLL's appeal was allowed with no order as to costs.

3.5 Appeal Pending Suit 1 FC Decision – Appeal 2 (02(i)-92-10/2022)

- (i) The Court of Appeal has fixed a case management date on 23 June 2023 and hearing date on 7 July 2023. On 23 June 2023, KLL's solicitor has informed the Registrar that KLL is withdrawing the appeal. The solicitor will appear before the Court of Appeal judge on 7 July 2023 to inform the Judge of the same.
- (ii) On 7 July 2023, KLL's solicitor was unable to withdraw the appeal because the Judges assigned to the panel, namely Wong Kian Kheong JCA, is unable to hear the matter due to potential conflict of interest that may arise during the parties' submissions on costs. The matter is now rescheduled to 15 August 2023 *via Zoom*.
- (iii) On 15 August 2023, KLL informed the Court of Appeal Judge of its intention to withdraw. The Court of Appeal struck out the appeal with costs of RM1,000-00 subject to allocator fee.

3.6 Appeal on KLL's Preliminary Objection -Appeal-3

- (i) Case Management is fixed on 1 November 2023. Hearing of the Appeal is fixed on 15 November 2023 *via Zoom*.
- (ii) On 15 November 2023, the Appeal was resolved by consent that the High Court trial shall be stayed pending the convening of the AGM on 9 March 2024 with no order as to cost.

4. **KL Landmark Sdn Bhd (“KLL”) & 7 others (“Plaintiffs”) vs Badan Pengurusan Bersama Avenue K dan K Residence (“JMB”) & 8 others (“Defendants”)**

- 4.1 On 6 November 2020, the Plaintiffs commenced legal proceedings against JMB and seven individuals who are the past and present JMB committee members as well as City Properties Sdn Bhd in the Kuala Lumpur High Court Civil Suit No. WA-22NCvC-724-11/2020 (“**Suit 724**”). KLL is claiming, among others, a declaration that JMB's reversals of the contra adjustments as between the Plaintiffs as parcel owners, KLL who undertook the development of K Residence and City Properties Sdn Bhd are illegal and void. On 18 February 2021, JMB and seven individual Defendants have filed an application to consolidate Suit 724 with Suit 310 (“Consolidation Application”). On 8 April 2021, the High Court allowed the Consolidation Application with costs in the cause. The matter will be heard together with Suit 310. And as such, please refer to the notes above.