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Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused the contents of the Proposed New Mandate on a limited review basis and has not perused the contents of this Circular to Shareholders in relation to the Proposed Renewal of Existing Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature prior to its issuance as it is prescribed as an exempt document pursuant to the provision of Practice Note 18 of the Main Market Listing Requirements.

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MMM GROUP BERHAD

Company No. 200801011849 (813137-V)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PROPOSED RENEWAL OF EXISTING MANDATE

AND

PROPOSED NEW MANDATE

FOR

RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Seventeenth Annual General Meeting ("17th AGM") of the Company will be held on 29 August 2025.

A copy of the proxy form can be obtained from the Annual Report 2025 of the Company or from the Company's website. If you decide to appoint a proxy to attend and vote on your behalf at the 17th AGM, the Proxy Form should be completed and lodged at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for the 17th AGM or at any adjournment thereof. The lodging of the Form of Proxy for the 17th AGM will not preclude you from attending and voting at the fully virtual 17th AGM should you subsequently decide to do so.

Last date and time for lodging the Proxy Form	:	Wednesday, 27 August 2025 at 10.30 a.m.
Date and time of 17th AGM	:	Friday, 29 August 2025 at 10.30 a.m.
Venue	:	Unit 15-1, Menara Choy Fook On, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan

This Circular is dated 31 July 2025

DEFINITIONS

Unless otherwise stated, the following definitions shall apply throughout this Circular:

Act	: The Companies Act 2016, including all amendments made from time to time and any re-enactment thereof
AGM	: Annual General Meeting
Annual Report 2025	: Annual Report of the Company for the financial year ended 31 March 2025
Audit and Risk Management Committee	: The duly constituted audit and risk management committee of the Company.
MMM or Company	: MMM Group Berhad (200801011849 [813137-V])
MMM Group or Group	: MMM and its subsidiaries (as defined in Section 4 of the Act)
Board	: Board of Directors of the Company
Bursa Securities	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Circular	: This circular to shareholders of MMM dated 31 July 2025
Director	: A person as defined in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
Harta Goldmine ("HGSB")	: Harta Goldmine Sdn Bhd (201001032218 [916143-P])
DOOH	: Digital Out of Home advertising is specifically intended to reach consumers outside their homes and is presented through digital infrastructure.
Listing Requirements	: The Main Market Listing Requirements of the Bursa Securities including any amendment thereto that may be made from time to time.
LPD	: 30 June 2025, being the latest practicable date prior to the printing of this Circular
Major Shareholder	: A person who has (which includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon) an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:- (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.

MMM Digital (“MMMD”)	:	MMM Digital Sdn Bhd (202101024093 (1424393-U))
MMM Media (“MMMM”)	:	MMM Media Sdn Bhd (201901039339 (1348669-W))
NA	:	Net Assets
Person Connected	:	<p>Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements where a person connected in relation to any person (referred hereinbelow to as “said Person”) means such person who falls under any one of the following categories:</p> <ul style="list-style-type: none"> (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
Proposed Mandates	:	Shall mean the Proposed Renewal of Existing Mandate and the Proposed New Mandate, collectively.
Proposed New Mandate	:	Proposed new shareholders’ mandate for RRPT(s).
Proposed Renewal of Existing Mandate	:	Proposed renewal of the existing shareholders’ mandate for RRPTs which was obtained during the Sixteenth AGM held on 16 August 2024
Recurrent Related Party Transaction(s) or RRPTs	:	Recurrent related party transactions of a revenue or trading nature with Related Parties which are necessary for the day-to-day operations as well as in the ordinary course of business of the Group and are on terms not more favourable to the Related Parties than those general available to the public.

Related Party(ies) : A Director, Major Shareholder and/or person connected with such Director or Major Shareholder.

RM and Sen : Ringgit Malaysia and Sen respectively

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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MMM GROUP BERHAD

Company No. 200801011849 (813137-V)
(Incorporated in Malaysia)

REGISTERED OFFICE

Lot 306, 3rd Floor,
Tower 2, Faber Tower
Jalan Desa Bahagia, Taman Desa
58100 Kuala Lumpur

Date : 31 July 2025

BOARD OF DIRECTORS

YBhg. Dato' Rosni Binti Zahari (Chairman / Independent Non-Executive Director)
Tan Chia Hong @ Gan Chia Hong (Executive Director)
Chen, Jui-Liang (Executive Director)
YBhg. Datuk Chiu Tiang Chai (Non-Independent Non-Executive Director)
Oh Teik Keng (Independent Non-Executive Director)
Tan Choon Fuh (Independent Non-Executive Director)

To : The Shareholders of MMM Group Berhad

Dear Sir / Madam

PROPOSED RENEWAL OF EXISTING MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. Introduction

At the forthcoming Seventeenth ("17th") AGM of the Company to be held on 29 August 2025, the Board seeks to obtain shareholders' approval for MMM Group to enter into RRPTs. The authority, which may be renewed annually, will expire at the earliest of the following events:

- (a) the conclusion of the next AGM of the Company (unless by a resolution or resolutions passed at the said AGM, the authority is renewed);
- (b) the expiry of the period within which the next AGM of the Company following the forthcoming AGM at which the authority itself was sought and obtained, is required to be held pursuant to Section 340(2) of the Act, without regards to such extension which may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by a resolution or resolutions passed by the shareholders of the Company in General Meeting.

On 11 July 2025, the Company announced its intention to seek the approval of shareholders at the forthcoming AGM for the Proposed Mandates, which is essentially made up of seeking shareholders' mandate for substantially all the RRPTs with the Related Party whose particulars appear in paragraph 2.5.

The purpose of this Circular is to provide shareholders with information on the Proposed Mandates and to seek your approval for the Ordinary Resolution pertaining thereto, which will be tabled at the forthcoming AGM of the Company as an item of special business in the Agenda. The notice of our forthcoming AGM and the Form of Proxy are enclosed in the 2025 Annual Report.

YOUR ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSAL TO BE TABLED AT OUR FORTHCOMING AGM.

2. DETAILS OF THE PROPOSAL

2.1 The Listing Requirements and Duration

Pursuant to and in compliance with Part E, Paragraph 10.09 and Practice Note 12 of the Listing Requirements, MMM proposes to seek the approval of shareholders for the Proposed Mandates.

The Proposed Mandates, which will be subject to annual renewal, will if approved, continues to be in force until:

- (a) the conclusion of the next AGM of the Company (unless by a resolution or resolutions passed at the said AGM, the authority is renewed);
- (b) the expiry of the period within which the next AGM of the Company following the forthcoming AGM at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Act, without regard to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by a resolution or resolutions passed by shareholders of the Company in general meeting;

whichever is the earliest.

2.2 Additional Requirements

Pursuant to Paragraph 10.09 of the Listing Requirements, such mandate sought and if procured, shall be subject to the following:

- (a) the subject transactions shall be in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:-
 - (i) the consideration value of the assets, capital outlay or costs of the RRPTs is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the lower.

- (c) disclosure will be made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs made during the financial year, including amongst others, the type of RRPTs and the names of the Related Parties involved in each type of the RRPTs entered into and their relationships with the Company; and
- (d) in a meeting to obtain a renewal of the shareholders' mandate, interested Related Parties must not vote on the resolutions giving such mandate. Interested Directors and Major Shareholders must also ensure that persons connected with them abstain from voting on such resolutions.

2.3 MMM's Principal Activities

The principal activity of MMM is investment holding. The following subsidiary company, and its principal activities, is as follows:-

Name of Company	Equity Interest (%)	Principal Activities
MMM Media Sdn Bhd ("MMMM")	100	Provision of out-of-home advertising media

Name of Company	Equity Interest (%)	Principal Activities
MMM Creative Sdn. Bhd.	100	Production of digital marketing and advertising contents
MMM Digital Sdn. Bhd.	100	Sales and provision of indoor and outdoor digital and conventional signage and advertising space
MMM Entertainment Sdn. Bhd.	100	Promotion and organising leisure and entertainment events and activities
MMM Branding & Trading Sdn. Bhd.	100	<i>Pending business activation</i>
MMM Impression Sdn. Bhd.	100	<i>Pending business activation</i>
Avata Media Sdn. Bhd.	70	<i>Pending business activation</i>

2.4 The Related Parties and Their Relationships with The Company

The RRPTs for which the mandate of the shareholders is being sought are particularly in respect of transactions to be entered into by MMM Group with persons or parties connected with the Directors and/or Major Shareholders, being as follows:

- (a) Harta Goldmine Sdn Bhd (201001032218 [916143-PJ]) ("HGSB"), a company incorporated on 28 September 2010 and engaged in property investment company in which Mr. Tan Chia Hong @ Gan Chia Hong, a Director and Substantial Shareholder of MMM, is also a Director and Shareholder in HGSB. He holds 20% in HGSB and Mr. Tan Chia Hong @ Gan Chia Hong's siblings hold the remaining 80% in HGSB.
- (b) Ace World Development Sdn Bhd (201501021383 [1146711-UJ]) ("AWD"), a company incorporated on 1 June 2015 and engaged in investment holding, property dealing and development in which Mr. Tan Chia Hong @ Gan Chia Hong, a Director and Substantial Shareholder of MMM, is also a Director and Shareholder in AWD. He holds 25% in AWD and his three brothers, namely Tan Chia Shuen @ Gan Chia Shuen, Gan Chia Wong and Gan Chia Hee, each holds 25% in AWD.
- (c) HQ City Sdn Bhd (202001031878 [1388198-WJ]) ("HQC"), a company incorporated on 8 October 2020 and engaged in property holdings in which Mr. Tan Chia Hong @ Gan Chia Hong, a Director and Substantial Shareholder of MMM, is also a Director and Shareholder in HQC. He holds 50% in HQC and his spouse, Chiw Yian Ching, holds the remaining 50% in HQC.
- (d) Massive View Sdn Bhd (201301009181 [1039023-TJ]) ("MVSB"), a company incorporated on 19 March 2013 and engaged in investment holding in which Mr. Tan Chia Hong @ Gan Chia Hong, a Director and Substantial Shareholder of MMM, is also a Director and Shareholder in MVSB. He holds 50% in MVSB and his brother, Gan Chia Hee, holds the remaining 50% in MVSB.
- (e) Web Multisoft International Sdn Bhd (200901039237 [882376-VJ]) ("WMI"), a company incorporated on 11 December 2009 and engaged in provision of programming solution and dealers in computer systems, in which Mr. Tan Chia Hong @ Gan Chia Hong, a Director and Substantial Shareholder of MMM, is also a Director and Shareholder in WMI. He holds 20% in WMI and his three brothers holds the remaining 80% in WMI, namely Mr. Gan Chia Hee (50%), Mr. Gan Chia Wong (20%) and Mr. Tan Chia Shuen @ Gan Chia Shuen (10%).

2.5 The Nature of Transactions Contemplated under the Proposed Mandates

The information on the classes and nature of the RRPTs covered under the Proposed Renewal of Existing Mandate are as tabulated below:

Nature of transactions undertaken by MMM and/or its subsidiaries	Transacting Parties	Estimated Value from the day of the forthcoming AGM until the AGM in the year 2026 (being the validity period of the mandate) (RM)	Estimated transaction value in relation to the existing mandate obtained at 2024 AGM (RM)	Actual transaction value in relation to the existing mandate (from 2024 AGM to LPD) (RM)	Transacting Related Parties	Interested Director, Major Shareholders and persons connected
Rental of Office (Unit 15-1)	MMMGB	470,000	375,000	275,000	HGSB	Tan Chia Hong @ Gan Chia Hong
Rental of Office ¹ (Unit 15-2)	MMMGB	400,000	223,100	236,940	HGSB	Tan Chia Hong @ Gan Chia Hong
MMMM to act as the exclusive marketing agent to market, promote and operate the digital billboards owned by AWD. Profit generated from selling the advertising space on these billboards to be shared as follows: 60% to AWD and 40% to MMMM ("Marketing Agent for AWD")	MMMM	2,900,000	2,900,000	65,510	AWD	Grand Portfolio Sdn Bhd, Tan Chia Hong @ Gan Chia Hong, Tan Chia Shuen @ Gan Chia Shuen, Gan Chia Wong, Gan Chia Hee
MMMM to act as the exclusive marketing agent to market, promote and operate the digital billboards owned by HQC. Profit generated from selling the advertising space on these billboards to be shared as	MMMM	1,400,000	1,400,000	43,855	HQC	Tan Chia Hong @ Gan Chia Hong, Chiu Yian Ching

follows: 60% to HQC and 40% to MMMM ("Marketing Agent for HQC")						
MMMM to act as the exclusive marketing agent to market, promote and operate the digital billboards owned by MVSb. Profit generated from selling the advertising space on these billboards to be shared as follows: 60% to MVSb and 40% to MMMM ("Marketing Agent to MVSb")	MMMM	1,800,000	1,800,000	NIL	MVSb	Tan Chia Hong @ Gan Chia Hong, Gan Chia Hee

The information on the class and nature of the RRPT covered under the Proposed New Mandate are as tabulated below:

Nature of transactions undertaken by MMM and/or its subsidiaries	Transacting Parties	Estimated Value from the day of the forthcoming AGM until the AGM in the year 2026 (being the validity period of the mandate) (RM)	Actual transaction value from last AGM up to LPD (from 2024 AGM to LPD) (RM)	Estimated transaction value from LPD up to the date of 2025 AGM (29 August 2025) (RM)	Transacting Related Parties	Interested Director, Major Shareholders and persons connected
Rental of shop lot for storage and technical service	MMMD	90,000	NIL	55,000	WMI	Tan Chia Hong @ Gan Chia Hong, Tan Chia Shuen @ Gan Chia Shuen, Gan Chia Wong, Gan Chia Hee

2.6 The Methods And Procedures By Which Transaction Prices Are Determined

The MMM Group shall continue to implement the following methods and procedures by which transaction prices are determined. They are to help ensure that RRPTs are undertaken on terms not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders:

- (a) the list of Related Parties will be circulated within the MMM and all Related Parties will be notified that RRPTs are required to be undertaken with the Group on terms no less favourable than the usual terms offered to their favoured clients;
- (b) transaction prices and terms shall be at prevailing market rates as determined by market forces, demand and supply, quality of the products and services and other relevant factors. Where practical and feasible, quotations and tenders will be obtained from third parties to ascertain competitive transaction prices;
- (c) The management of the MMM Group are cognisant that, all RRPTs are required to be undertaken on an arm's length basis and on normal commercial terms. Where practicable and feasible, quotation and/or tenders will be obtained from at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there has not been any similar or substantially similar transactions between MMM Group and unrelated third parties, the terms of the transactions for the products or services will be in accordance with applicable industry norms, prevailing commercial rates and at rates not more favorable to the Related Parties than those generally available to the public and not detrimental to the MMM Group;
- (d) records shall be maintained by the Company to capture all RRPTs which are undertaken pursuant to the shareholders' mandate;
- (e) the annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the shareholders' mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (f) the Board and Audit and Risk Management Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with; and
- (g) the Board and the Audit and Risk Management Committee shall be responsible for determining the review procedures and may delegate such functions relating thereto to individuals or committees within the Company as they deem appropriate. If a member of the Board or Audit and Risk Management Committee has an interest, as the case may be, he will abstain from any decision making by the Board or Audit and Risk Management Committee in respect of the said transaction.

The Company has engaged a professional property valuer to determine the best rental which the property would reasonably be expected to fetch if offered for rental in the open market between independent parties dealing at arm's length at the date of the valuation assuming the various factors were considered, which include a willing tenant; a reasonable period within which to negotiate the tenancy; values will remain static throughout the period of negotiation for the tenancy; the property will be freely exposed to the market; no account is taken of additional bid by a special tenant; the tenancy is for tenure with option to renew when the rental expires; and the usual terms and conditions of tenancy apply, i.e. the landlord is responsible for assessment, quit rent and structural repairs while the tenant bears the other outgoing.

There is no specific threshold for approval of the RRPTs within the MMM Group. All RRPTs are reviewed and authorised by personnel of at least senior managerial level, provided always that such personnel has no interest in the transaction and the said transaction has been approved pursuant to the shareholders' mandate obtained in the general meeting for the RRPTs.

2.7 Existing RRPTs

Set out below is the actual value transacted of each RRPT from 1 April 2024 to 31 March 2025:

Nature of transaction undertaken by MMM and/or its subsidiaries	Transacting Parties	Transacting Related Parties	Actual Value transacted from 1 April 2024 to 31 March 2025 (RM)
Rental ¹ (Unit15-1)	MMM	HGSB	300,000
Rental ² (Unit15-2)	MMM	HGSB	258,480
Marketing Agent to AWD	MMMM	AWD	65,510
Marketing Agent to HQC	MMMM	HQC	42,135
Marketing Agent to MVSB	MMMM	MVSB	NIL

Note:

Rental¹ – The tenancy agreement for the rental of office Unit 15-1, Level 15, Menara Choy Fook On, 1B, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan entered between AMGB and HGSB.

Rental² – The tenancy agreement for the rental of office Unit 15-2, Level 15, Menara Choy Fook On, 1B, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan entered between AMGB and HGSB.

3. AUDIT AND RISK MANAGEMENT COMMITTEE STATEMENT

The Audit and Risk Management Committee has the overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate. The Audit and Risk Management Committee will review and ascertain at least once a year whether the procedures established to monitor RRPTs have been complied with. If it is determined that the procedures stated in Section 2.6 are inadequate to ensure that (i) the RRPTs will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The Audit and Risk Management Committee will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit and Risk Management Committee of the Company will see and review the procedures set out in Section 2.6 above and is of the view that MMM has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner and is of the opinion that review procedures are satisfactory and the RRPTs will be carried out at arms' length and in accordance with MMM Group's normal commercial terms, and hence, will not be prejudicial to the shareholders or disadvantageous to MMM and not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of MMM. The review of these procedures and processes is carried out at least once a year or when deemed necessary by the Audit and Risk Management Committee.

4. RATIONALE

The related party transactions envisaged in the Proposed Mandates are in the ordinary course of business of the MMM Group and of a recurring nature. The Proposed Mandates on an annual renewal basis will dispense with the necessity to convene General Meetings from time to time to seek shareholders' approval when potential recurrent transactions with Related Parties arise. This will result in substantial time and cost savings, without either compromising corporate objectives or affecting business opportunities available to the Group.

As DOOH advertising is a growing market globally and in Malaysia, MMM Group wishes to expand its business in this market. However, as DOOH advertising is a capital-intensive business which requires large amount of upfront capital investment on assets (i.e digital billboards), this is hindering the Group from growing the DOOH business. Also, as the Group is still undergoing internal restructuring process, it prefers to conserve its cash flow for contingencies prior to obtaining the approval for the Regularisation Plan. The Proposed Mandates will allow the Group to generate additional income and cash flow without incurring any capital expenditure.

The RRPTs, as outlined in Section 2.5 above, are made on arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and which are not prejudicial to the interest of the shareholders.

The proposed new mandate for the RRPT outlined in Section 2.5 above is for the rental of a shop lot for the storage of our advertising assets, such as LED panels and Lift-Up Ad projectors. The place is also for our technical team to do post-installation testing as well as maintenance and repair work.

The RRPTs are intended to meet the business requirements of the Group at the best possible terms as well as to explore other beneficial business opportunities. These transactions allow the Group to ensure it meets the operational needs of premises occupancies that are conducive to the Group to operate in and to meet its requirement as it expands the Group's business growth.

5. FINANCIAL EFFECTS

The Proposed Mandates will not have any effect on share capital and is not expected to have any material effect on NA and earnings of the MMM Group.

6. APPROVAL REQUIRED

The Proposed Mandates is subject to approval of the shareholders of the Company at the forthcoming AGM to be convened.

7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

The interests, direct or indirect, of the interested Related Parties (being the Director, Major Shareholders and/or persons connected with a Director or Major Shareholder) in the Proposed Mandates and their respective shareholdings in the Company as at 30 June 2025, are summarised as follows:

Interested Directors / Interested Major Shareholders/Persons Connected	No. of ordinary shares in the Company				Notes *
	Direct	%	Indirect	%	
Grand Portfolio Sdn Bhd	38,953,900	12.513	-	-	-
Tan Chia Hong @ Gan Chia Hong	-	-	58,932,500	18.931	Note 1
Datuk Chiw Tiang Chai	-	-	56,180,500	18.047	Note 2
Wise Net Resources Holdings (M) Sdn Bhd	17,226,600	5.534	-	-	-
Tan Chia Shuen @ Gan Chia Shuen	1,660,000	0.533	-	-	Note 3
Gan Chia Wong	1,092,000	0.351	-	-	Note 4
Gan Chia Hee	-	-	-	-	Note 5
Chiw Yian Ching	-	-	-	-	Note 6

* Note 1

- Deemed interest of 38,953,900 shares held through Grand Portfolio Sdn Bhd where Mr. Tan Chia Hong @ Gan Chia Hong has 60% direct interest in the total issued shares.
- Deemed interest of 1,660,000 shares held by Tan Chia Shuen @ Gan Chia Shuen, the brother of Mr. Tan Chia Hong @ Gan Chia Hong.
- Deemed interest of 1,092,000 shares held by Gan Chia Wong, the brother of Mr. Tan Chia Hong @ Gan Chia Hong.
- Deemed interest of 17,226,600 shares held through Wise Net Resources Holdings (M) Sdn Bhd where Mr. Tan Chia Hong @ Gan Chia Hong has 20% direct interest in the total issued shares.

Note 2

Datuk Chiu Tiang Chai is the father-in-law of Mr. Tan Chia Hong @ Gan Chia Hong.

Note 3

Tan Chia Shuen @ Gan Chia Shuen is the brother of Mr. Tan Chia Hong @ Gan Chia Hong.

Note 4

Gan Chia Wong is the brother of Mr. Tan Chia Hong @ Gan Chia Hong.

Note 5

Gan Chia Hee is the brother of Mr. Tan Chia Hong @ Gan Chia Hong.

Note 6

Chiu Yian Ching is the spouse of Mr. Tan Chia Hong @ Gan Chia Hong.

The interested Directors have abstained and/or will continue to abstain from all Board deliberations and voting, at the Board Meetings, in relation to the RRPTs.

The Interested Directors and Interested Major Shareholder will abstain from voting in respect of their direct and indirect shareholdings, if any in the Company at the forthcoming AGM approving the resolution on the Proposed Mandates. They have also undertaken to ensure that persons connected to them will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the said Proposed Mandates at the forthcoming AGM.

There is no amount due and owing to the MMM Group by its related parties under the RRPTs which exceeded the credit term for the financial year ended 31 March 2025.

8. DIRECTORS' RECOMMENDATION

The Board (with the exception of the Directors as set out in Paragraph 7 above) is of the opinion that the Proposed Mandates are in the best interest of the Company and its shareholders and is not to the detriment of minority shareholders. Accordingly, the Directors (with the exception of the Directors set out in Paragraph 7 above) recommend that shareholders vote in favour of the Ordinary Resolution pertaining to the Proposed Mandates at the forthcoming AGM.

9. ANNUAL GENERAL MEETING

The Seventeenth Annual General Meeting ("17th AGM") of the Company will be held at Unit 15-1, Menara Choy Fook On, Jalan Yoong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on 16 August 2024 at 10.30 a.m.

If you are unable to attend and vote in person at the 17th AGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the date and time set for holding the 16th AGM as indicated above or any adjournment thereof.

The lodgement of the Form of Proxy shall not preclude you from attending and voting at the 17th AGM should you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for further information.

**Yours faithfully,
For and on behalf of the Board of Directors of
MMM Group Berhad**

Dato' Rosni Binti Zahari
Independent Non-Executive Chairman

Further Information

1. Directors' Responsibility Statement

This Circular has been seen and approved by the directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no facts, the omission of which would make any statement herein misleading.

2. Material Litigation

As at the LPD, saved as disclosed below, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings which might materially or adversely affect the financial position or business of our Group.

(i) **Asia Media Group Berhad (now known as MMM Group Berhad) ("Plaintiff") vs Wong Shee Kai ("Defendant")**

On 31 January 2022, the Company vide Messrs. Krish Maniam & Co. had filed a Statement of Claim in the Kuala Lumpur High Court against Wong Shee Kai, a former executive director cum chief executive officer of the Company. The Plaintiff is essentially seeking the following reliefs:

- a) Special damages for a sum of RM170,537,870 or any other sum that the Honourable Court deems fit and proper;
- b) a declaration that the Defendant is liable to account to the Plaintiff for the sum of RM170,537,870 for the purchase of items;
- c) a declaration that the Defendant holds as constructive trustee for the Plaintiff in relation to the said RM170,537,870 or any losses arising from the breaches set out above;
- d) equitable compensation if the Honourable Court finds it fair and proper;
- e) Special damages for the sum of RM1,500,000 for the refund of the ex gratia payment paid by the Plaintiff to the Defendant;
- f) Special damages for the sum of RM2,344,528 for the outstanding amount owed by DPO Plantations Sdn. Bhd. waived by the Plaintiff;
- g) other loss and damages to be assessed by the Honourable Court;
- h) interest on all sums found to be due to the Plaintiff at such rate and for such period of time as the Honourable Court deems just and reasonable;
- i) costs on an indemnity basis against the Defendant; and
- j) such further or other relief as the Honourable Court deems fit.

During the case management on 21 April 2022, the High Court had set the Company's application for further and better particulars for hearing on 8 June 2022.

During the case management on 8 June 2022, the High Court set the Company's application for further and better particulars for hearing on 4 August 2022, which was then adjourned to 28 October 2022.

The Defendant filed an application on 8 June 2022 to strike out the Company's claim. The case management was held on 22 June 2022 whereby the Court gave directions for both parties to file their affidavit in reply and written submissions. Subsequently a hearing was fixed on 16 November 2022.

The Company appointed a new lawyer to take over the conduct of the case with effect from 2 November 2022.

During the hearing on 16 November 2022, the learned High Court Judge has ordered for the matter to be transferred to the Commercial Division by consent of both parties.

On 5 December 2022, the Court informed that the case has been transferred to the Commercial Division with a new case number assigned under Suit No. WA-22NCC-646-12/2022. A case management was fixed on 20 December 2022 and, subsequently, a further case management was fixed on 5 January 2023. During the case management on 5 January 2023, the Court fixed the hearing of the defendant's application to strike off the Company's claims on 4 April 2023.

During the hearing on 4 April 2023, the Kuala Lumpur High Court decided the following:

1. The Court dismissed the Plaintiff's applications in Enclosure 14 and Enclosure 21, for further and better particulars, with costs of RM2,500 for each application.
2. The Court dismissed the Defendant's application in Enclosure 16, to strike out the Company's claim, with costs of RM5,000.
3. The Court then fixed the matter for case management on 07 June 2023.

On 3 May 2023, the Defendant filed a Notice of Appeal in the Court of Appeal to appeal against the Kuala Lumpur High Court's decision on 4 April 2023 in dismissing the Defendant's application in Enclosure 16 (Application to Strike Out Plaintiff's claim). Subsequently, on 7 June 2023, the Defendant withdrew his appeal against the Kuala Lumpur High Court's decision in dismissing the Defendant's striking out application.

On 8 June 2023, the Company announced that Asia Media Sdn Bhd (in Liquidation) ("Proposed Intervener") has filed an intervention application to intervene in the suit against the Defendant. At the case management on 7 June 2023, the Kuala Lumpur High Court directed that pre-trial directions are to be withheld pending the disposal of the Proposed Intervener's Intervention Application. Hearing on the Application before the learned High Court Judge is fixed on 14 August 2023.

On 14 August 2023, the Kuala Lumpur High Court allowed the Proposed Intervener's application to intervene the proceedings as a Defendant. The Court had also fixed the suit for case management on 27 September 2023.

During the case management on 27 September 2023, the Kuala Lumpur High Court fixed the matter for further case management on 23 November 2023. Subsequently, a pre-trial case management was fixed on 8 January 2024 and, eventually, adjourned to 17 January 2024. The Court fixed the matter for further pre-trial case management on 22 January 2024 and 5 February 2024.

Another case management was held on 28 February 2024 whereby the Kuala Lumpur High Court ruled as follows:

1. The Plaintiff is allowed to withdraw the suit against the 1st Defendant, Wong Shee Kai, with liberty to file afresh and with costs of RM50,000.00 to be paid by the Plaintiff to the 1st Defendant.
2. The Plaintiff is allowed to withdraw the suit against the 2nd Defendant, Asia Media Sdn Bhd, with liberty to file afresh and with no order to costs.

Henceforth, the suit fixed for trial on 11 March 2024 is abandoned.

The 1st Defendant filed an appeal to Putrajaya Court of Appeal against the decision of the Kuala Lumpur High Court which allowed the Plaintiff to withdraw the suit against the 1st Defendant with liberty to file afresh. The Court fixed the case management date on 3 July 2024 for the Official Receiver to attend the case management for the 2nd Defendant.

A further case management was fixed on 8 August 2024 which was adjourned to 14 August 2024. The next case management was fixed on 15 October 2024 for parties to update the Court on status of

filing of affidavits and written submissions. Further to that, the hearing of the Security for Costs, applied by the Company against Wong Shee Kai, was fixed on 29 October 2024.

At the hearing on the Security for Costs on 29 October 2024, the Court of Appeal ordered Wong Shee Kai to deposit RM20,000 as security for costs at the clients account of the solicitors for MMMG within 14 days from the date of order, failing which the appeal would be struck out. Subsequent to that, Wong Shee Kai extended a cheque of RM20,000 to the Company's solicitors on 4 November 2024.

At a case management on 30 October 2024, the Court of Appeal fixed a case management on 24 June 2025 to check on the status of submissions. The Court of Appeal also fixed 8 July 2025 for hearing of the appeal.

During the Case Management on 24 June 2025, the Court allowed the request of the Company's solicitors for the hearing on 8 July 2025 to be held virtually.

At the hearing on 8 July 2025, the Putrajaya Court of Appeal dismissed Wong Shee Kai's appeal to allow MMMG the liberty to file afresh claims against him. The appeal is dismissed with agreed costs of RM10,000.00 subject to allocatur fee.

3. Material Contracts

Neither the Company nor any of its subsidiary companies has entered into any material contracts, not being contracts entered into in the ordinary course of business, during the two (2) years immediately preceding the date of this Circular.

4. Documents for Inspection

Copies of the following documents are available for inspection during normal working hours (except public holidays) at the Registered Office of the Company at Lot 306, 3rd Floor, Tower2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, from the date of this Circular up to and including the date of the forthcoming AGM:

- (a) the Constitution of the Company;
- (b) the audited consolidated accounts of the MMM Group for the past 2 financial periods, 31 March 2024 and 31 March 2025 respectively;
- (c) the relevant cause papers in respect of material litigation referred to in Section 2 above.