

THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the content of the Statement in relation to the Proposed Share Buy-Back prior to its issuance. Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or due to your reliance upon, the whole or any part of the contents of this Circular/Statement.

Shareholders of Mr D.I.Y. Group (M) Berhad should rely on their own evaluation to assess the merits and risks of the Proposed Shareholders’ Mandate and Proposed Share Buy-Back.



Always Low Prices

MR D.I.Y. GROUP (M) BERHAD

[Company No: 201001034084 (918007-M)]
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING IN NATURE

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

The resolutions in respect of the abovementioned proposals will be tabled at the 10th Annual General Meeting (“AGM”) of Mr D.I.Y. Group (M) Berhad (“**MRDIY**” or “**the Company**”), which will be held on a fully virtual basis from the Broadcast Venue at Lot 1907, Jalan KPB 11, Kawasan Perindustrian Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia and via the TIIH Online website at <https://tjih.online> on Tuesday, 15 June 2021 at 2.00 p.m. or at any adjournment thereof. The Notice of the 10th AGM, Proxy Form, Administrative Details, Annual Report 2020 and this Circular are available on the Company’s website at www.mrdiy.com.

Shareholders are encouraged to attend, participate, speak (*in the form of real time submission of typed texts*) and vote at the AGM using remote participation and electronic voting facilities. If you are unable to participate in the AGM, you may appoint a proxy or proxies (not more than 2 proxies) to participate and vote on your behalf by completing and submitting the Proxy Form **not later than Monday, 14 June 2021 at 2.00 p.m.** in the following manner:

- (a) *The hardcopy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”), Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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, Malaysia.; OR*
- (b) *The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tjih.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online.*

The lodging of the Proxy Form will not preclude you from participating and voting at the AGM. Should you subsequently decide to participate at the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at is.enquiry@my.tricorglobal.com, not later than Sunday, 13 June 2021 at 2.00 p.m.

This Circular is dated 28 April 2021

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement:

“Act”	Malaysian Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	Annual General Meeting
“Annual Report 2020”	Annual Report 2020 in respect of the financial year ended 31 December 2020 of MDGM
“ARMC”	Audit and Risk Management Committee of MDGM
“Board” or “Director”	Board of Directors of MDGM and Director shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which 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
“Bursa Securities”	Bursa Malaysia Securities Berhad
“Circular”	This Circular dated 28 April 2021
“CMSA”	Capital Market and Services Act 2007, as amended, supplemented or modified from time to time
“Code”	Malaysian Code on Take-Overs and Mergers 2016 and any amendments made thereto from time to time
“Constitution”	The constitution of the Company
“EPS”	Earnings per share
“ESOS”	The existing employees’ share option scheme of the Company, which is effective from 22 October 2020 and expires on 21 October 2025
“FYE”	Financial year ended
“Grantee”	An eligible employee who has accepted an offer of Options
“Listing Requirements”	Main Market Listing Requirements of Bursa Securities and any amendment made thereto from time to time and any Practice Notes issued in relation thereto
“LPD”	31 March 2021, being the latest practicable date prior to the issuance of this Circular/Statement
“Major Shareholder”	A person who has an interest or interests in one or more voting shares in a corporation and the number and aggregate number of those shares, is: (a) ten percent (10%) or more of the total number of the voting shares in the corporation; or (b) five percent (5%) or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purposes of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act. The Major Shareholder shall also include any person who is and was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of a company or any other company which is its subsidiary or holding company

DEFINITIONS (*Cont'd*)

“MDGM” or “the Company”	Mr D.I.Y. Group (M) Berhad
“MDGM Group” or “the Group”	MDGM and its subsidiary companies as defined in Section 4 of the Act
“MDIH”	Mr D.I.Y. Holding International Ltd
“MDIH Group”	MDIH and its subsidiary companies as defined in Section 4 of the Act
“NA”	Net assets attributable to ordinary equity holders of the Company
“Options”	The right of a Grantee to subscribe for new Shares at the Option Price under the ESOS
“Option Price”	The price at which the Grantee shall be entitled to subscribe for new Shares by exercising his Options
“Person Connected”	<p>In relation to any person (referred to as “said Person”) means such person who falls under any one (1) 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 Mandate Period” or “Proposed Authorised Period”	<p>The period commencing immediately upon the passing of the ordinary resolutions for the Proposed Shareholders’ Mandate and Proposed Share Buy-Back Authority at the forthcoming 10th AGM of the Company on 15 June 2021 and ending at:</p> <ul style="list-style-type: none">(a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions;(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or(c) revocation or variation of the Proposed Shareholders’ Mandate by a resolution passed by the shareholders of the Company at a general meeting. <p>whichever is the earliest</p>

DEFINITIONS *(Cont'd)*

“Proposed Shareholders’ Mandate”	Proposed shareholders’ mandate for RRPTs to be entered into from the date of the forthcoming AGM until the next AGM
“Proposed Share Buy-Back”	Proposed authority for the Company to purchase its own Shares of up to ten percent (10%) of its total number of issued Shares at any point in time
“Recurrent Related Party Transactions” or “RRPTs”	All such recurrent related party transactions of a revenue or trading in nature, which are necessary for the day-to-day operations of the relevant companies in the MDGM Group, to be entered into by MDGM or its subsidiary companies which involve the interest, direct or indirect, of a Related Party on an arm’s length basis in the ordinary course of business at any time during the Proposed Mandate Period, and which should be upon terms not more favourable to the Related Party than those generally available to the public, and are not to the detriment of the minority shareholders of the Company; the details of which are set out in Section 2 of this Circular
“Related Party(ies)”	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder. For the purpose of this definition, “Director” and “Major Shareholder” shall have the meaning given in Paragraph 10.02 of the Listing Requirements
“RM”	Ringgit Malaysia
“Rules”	Rules on Take-Overs, Mergers and Compulsory Acquisition issued by the Securities Commission Malaysia, including any amendment thereto that may be made from time to time
“Share(s)”	Ordinary share(s) in MDGM
“Statement”	This statement to shareholders dated 28 April 2021 in relation to the Proposed Share Buy-Back Authority
“Substantial Shareholder(s)”	A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than five percent (5%) of the total number of all the voting shares in the Company
“Treasury Shares”	The purchased shares which are retained by the Company and shall have the meaning given under Section 127 of the Act

All references in this Circular/Statement to “we”, “us”, “our” and “ourselves” are to MDGM and, where the context requires, to the MDGM Group. All references to “you” in this Circular/Statement are to the shareholders of MDGM.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing 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 to any enactment in this Circular/Statement is a reference to that enactment as amended or re-enacted from time to time.

Any reference to a time of day in this Circular/Statement shall be reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this document between the amounts listed, actual figures and the totals thereof are due to rounding.

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PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS'
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING IN NATURE**



Always Low Prices

MR D.I.Y. GROUP (M) BERHAD

[Company No: 201001034084 (918007-M)]

(Incorporated in Malaysia)

Registered Office:

Lot 1907, Jalan KPB 11

Kawasan Perindustrian Balakong

43300 Seri Kembangan

Selangor Darul Ehsan, Malaysia

28 April 2021

Board of Directors:

Dato' Azlam Shah bin Alias (*Chairman, Independent Non-Executive Director*)

Tan Yu Yeh (*Executive Vice Chairman, Non-Independent Executive Director*)

Ong Chu Jin Adrian (*Chief Executive Officer, Non-Independent Executive Director*)

Brahmal A/L Vasudevan (*Non-Independent Non-Executive Director*)

Ng Ing Peng (*Independent Non-Executive Director*)

Leng Choo Yin (*Independent Non-Executive Director*)

Tan Yu Wei (*Alternate Director to Tan Yu Yeh*)

Soo Sze Yang (*Alternate Director to Brahm A/L Vasudevan*)

To: The Shareholders of MR D.I.Y. GROUP (M) BERHAD

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING IN NATURE

1. INTRODUCTION

Bursa Securities had vide its letter dated 6 March 2020, granted the Company an extension of time to obtain shareholders' ratification/mandate for RRPTs entered/to be entered into by the MDGM Group with its related parties from the listing date on 26 October 2020 ("Listing Date") up to the forthcoming AGM or Extraordinary General Meeting, whichever is held earlier.

The total aggregated value of RRPTs entered into by the MDGM Group with its related parties from the Listing Date up to the LPD represents 1.61% of the MDGM Group's net assets as at 31 December 2020, which falls below the 5% threshold requiring shareholders' mandate for RRPTs.

Necessary announcement had been made to Bursa Securities on 17 February 2021 of the total aggregated value of the RRPTs transacted from the Listing Date up to 31 January 2021 which had exceeded the percentage ratio of 1% of MDGM Group's net assets of the Pro Forma Consolidated Statements of Financial Position as disclosed in the Prospectus pursuant to the initial public offering of MDGM.

The Company had, on 31 March 2021, announced its intention to seek shareholders' approval for the Proposed Shareholders' Mandate under Paragraph 10.09 and Practice Note 12 of the Listing

Requirements at the forthcoming 10th AGM of the Company.

The purpose of this Circular is to provide you with relevant information of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolutions pertaining to the Proposed Shareholders' Mandate to be tabled as Special Business at the forthcoming 10th AGM of the Company. The Notice of the 10th AGM and the proxy form are enclosed in the Annual Report 2020 of the Company. The extract of ordinary resolutions on the Proposed Shareholders' Mandate to be tabled at the forthcoming 10th AGM is enclosed together with this Circular.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS AND APPENDIX OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 10TH AGM.

2. DETAILS OF THE PROPOSALS

2.1 Provisions under the Listing Requirements

Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements provides that a listed issuer may seek its shareholders' mandate for RRPTs subject to the following:

- (a) the transactions are 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 (based on the type of transactions, names of related parties involved in each type of transactions made and their relationship with the listed issuer) where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (c) a circular to shareholders which includes information as may be prescribed by Bursa Securities is issued by the listed issuer for the shareholders' mandate;
- (d) in a meeting to obtain the shareholders' mandate, a related party with any interest, direct or indirect, must not vote on the resolution approving the RRPTs. An interested Director or interested Major Shareholder must also ensure that the Person(s) Connected with them abstain from voting on the resolution approving the RRPTs; and
- (e) to immediately announce to Bursa Securities when the actual value of RRPTs entered into by the Company, exceeds the estimated value of the RRPTs disclosed in the circular by ten percent (10%) or more of the aggregate value and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

The shareholders' mandate, if approved by the shareholders of the company, is subject to annual renewal and will continue to be in force until:

- (i) the conclusion of the next AGM of the company at which time it will lapse, unless by a resolution passed at the meeting whereupon the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed

pursuant to Section 340(4) of the Act); or

(iii) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is the earliest.

2.2 Proposed Shareholders' Mandate

The Board proposes to seek shareholders' mandate for the RRPTs to be entered into by the MDGM Group from the date of the forthcoming 10th AGM until the next AGM of the Company. Such RRPTs will be conducted in the ordinary course of business with the Related Parties and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

The Proposed Shareholders' Mandate, if approved, will take effect from the date of the passing of the proposed ordinary resolutions at the forthcoming 10th AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the forthcoming 10th AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed in a general meeting whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the mandate is revoked or varied by an Ordinary Resolution passed by the shareholders in a general meeting,

whichever is the earlier.

Thereafter, approval from shareholders will be sought for the renewal of the Proposed Shareholders' Mandate at each subsequent AGM of the Company if the Directors decide that the renewal of the mandate is desirable.

2.3 Principal Business Activities of the MDGM Group

As at the LPD, the principal business activity of the Company is investment holding whilst its subsidiaries are principally involved in the retail of home improvement products and mass merchandise in Malaysia and Brunei. The principal activities of the subsidiaries and associate are as follows:

Name of company	Country of incorporation	Equity interest held	Principal activities
		%	
Mr D.I.Y. Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise
Mr. D.I.Y. (B) Sdn Bhd	Brunei Darussalam	100.0	Dealing with hardware and related business activities
Mr D.I.Y. Ecommerce (M) Sdn Bhd	Malaysia	100.0	Retail sale of any kind of products over the internet
Mr. D.I.Y. (EM) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise

Name of company	Country of incorporation	Equity interest held %	Principal activities
Mr. D.I.Y. (H) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise
Mr D.I.Y. (Johor) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise
Mr D.I.Y. (Kuchai) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise
Mr D.I.Y. Kids Sdn Bhd	Malaysia	100.0	Retail sale of games and toys
Mr D.I.Y. (KK) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise
Mr. D.I.Y. (M) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise
Mr. D.I.Y. Trading Sdn Bhd	Malaysia	100.0	Trading of home improvement products, mass merchandise and groceries
Mr D.I.Y. Management Sdn Bhd	Malaysia	95.0	Property investment and letting of properties
Mr. Dollar Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
Mr. Dollar (East Coast) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
Mr. Dollar (EM) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
Mr. Dollar (Northern) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
Mr. Dollar (Southern) Sdn Bhd	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
Qube Apps Solutions Sdn Bhd	Malaysia	30.0	Providing computer consultancy services, software developers and trading of related products

2.4 Class of Related Parties

Transacting Related Party	Principal Activities	Nature of Relationship
MDIH	Investment holding	Tan Yu Yeh, a Director, and Tan Yu Wei, an Alternate Director of MDGM, both are the substantial shareholders of MDIH.

Transacting Related Party	Principal Activities	Nature of Relationship
Bricolage Distributor Inc	Distribution operations in Philippines	MDIH is the ultimate holding company of Bricolage Distributor Inc. Hyptis Limited, a major shareholder of MDGM, effectively owns 33.30% shareholdings in Bricolage Distributor Inc.
Bricolage Philippines Inc	Mr. D.I.Y. retail operations in Philippines	MDIH is the ultimate holding company of Bricolage Philippines Inc. Hyptis Limited, a major shareholder of MDGM, effectively owns 33.30% shareholdings in Bricolage Philippines Inc.
Mr. D.I.Y. Trading (Thailand) Co. Ltd.	Distribution business in consumer products for the Mr. D.I.Y. operations in Thailand	MDIH is the ultimate holding company of Mr. D.I.Y. Trading (Thailand) Co. Ltd.
Mr. D.I.Y. Bangkok Co. Ltd.	Mr. D.I.Y. retail operations in Thailand	MDIH is the ultimate holding company of Mr. D.I.Y. Bangkok Co. Ltd.
Mr D.I.Y. (Cambodia) Co., Ltd.	Mr. D.I.Y. retail operations in Cambodia	Mr D.I.Y. (Cambodia) Co., Ltd. is a 90%-owned subsidiary of Aellers International Ltd, which in turn is a wholly-owned subsidiary of MDIH.
Mr D.I.Y. Trading (Singapore) Pte. Ltd.	Mr. D.I.Y. retail operations in Singapore	Mr D.I.Y. Trading (Singapore) Pte. Ltd. is a wholly-owned subsidiary of Mr. D.I.Y. Singapore Ltd, which in turn is a 95% owned subsidiary of MDIH.
PT Duta Intiguna Yasa	Trading and importing of goods for the Mr. D.I.Y. operations in Indonesia	MDIH is the ultimate holding company of PT Duta Intiguna Yasa. Hyptis Limited, a major shareholder of MDGM, effectively owns 30.32% shareholdings in PT Duta Intigua Yasa.
PT Daya Indah Yasa	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Daya Indah Yasa. Hyptis Limited, a major shareholder of MDGM, effectively owns 30.32% shareholdings in PT Daya Indah Yasa.

The details of the direct and indirect interests of the Directors and Major Shareholders and Person Connected with them in MDGM are indicated in Section 2.5 below.

2.5 Details of RRPTs

The details of the RRPTs to be entered into by the MDGM Group with the Related Parties under the Proposed Shareholders' Mandate are as follows:

<u>Transacting Parties</u>	<u>Nature of transaction</u>	<u>Names of interested Related Parties</u>	<u>Estimated aggregate value to be transacted from the forthcoming AGM on 15 June 2021 to the next AGM</u> RM
MDGM Group and MDIH Group	Provision of consultancy and shared functions services by the MDGM Group to the MDIH Group: <ul style="list-style-type: none"> • Merchandise and product procurement • Financial reporting • Consultancy • Ad-hoc services 	Interested Directors and Major Shareholders <ul style="list-style-type: none"> • Tan Yu Yeh ⁽¹⁾ • Tan Yu Wei ⁽²⁾ Interested Major Shareholder <ul style="list-style-type: none"> • Hyptis Limited ⁽³⁾ Interested person connected with Directors <ul style="list-style-type: none"> • Bee Family Limited ⁽⁴⁾ 	6,500,000
Mr. D.I.Y. Trading Sdn Bhd (“MDT”) and Mr D.I.Y. Trading (Singapore) Pte. Ltd. (“MDT(S)”)	Sale and supply of goods by MDT to MDT(S) for its retail operations in Singapore	Interested Directors and Major Shareholders <ul style="list-style-type: none"> • Tan Yu Yeh ⁽⁵⁾ • Tan Yu Wei ⁽⁵⁾ Interested person connected with Directors <ul style="list-style-type: none"> • Bee Family Limited ⁽⁴⁾ 	60,000,000
Total			66,500,000

Notes:

⁽¹⁾ Tan Yu Yeh is a director and substantial shareholder of MDIH.

⁽²⁾ Tan Yu Wei is a substantial shareholder of MDIH.

⁽³⁾ Hyptis Limited is a substantial shareholder in a few subsidiaries of MDIH.

⁽⁴⁾ Tan Yu Yeh and Tan Yu Wei, both are deemed interested by virtue of their interest in Bee Family Limited via Yeh Family (PTC) Ltd. and WEI Future Capital Ltd., respectively, applying Section 8(4) of the Act.

⁽⁵⁾ Tan Yu Yeh and Tan Yu Wei are the substantial shareholders of MDIH, the ultimate holding company

2.6 Amount Due and Owing by the Related Parties

As at LPD, there was no amount due and owing by the Related Parties to the MDGM Group that has exceeded the credit term for the RRPTs.

2.7 Review Procedures for the RRPTs

In order to ensure that the RRPTs are undertaken on an arm’s length basis and on normal commercial terms that are consistent with the MDGM Group’s usual business practices and policies and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public, and are not detrimental to the interest of the minority shareholders of the Company, the ARMC has been tasked with the review of related party transactions.

The Company has established the following procedures for the review of RRPT:

- (a) All interested Related Parties are required to declare and disclose any direct or indirect interest that they may have in any business enterprise that is engaged in or proposed to be engaged in a transaction with the Group, whether or not they believe it is a material transaction;
- (b) Any potential RRPT would be proposed to our ARMC for evaluation and assessment before making recommendation to our Board;
- (c) In reviewing the RRPT, the following will be considered:
 - (i) the rationale and the cost/benefit to the Group;
 - (ii) all RRPTs are carried out at arm's length and on normal commercial terms 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 and non-interested shareholders of MDGM;
 - (iii) the terms and conditions on sale of goods are determined by market force, under similar commercial terms for transaction with third parties which depend on the demand and supply of the products and subject to the availability of the products in the market;
 - (iv) the cost-plus method with a 10% mark-up on top of the overhead costs and all associated expenses incurred for providing the services will be charged. This method determines the arm's length price or rate by adding an appropriate mark-up to the cost;
 - (v) wherever possible, at least 2 comparative quotes with unrelated third parties for similar products/services will be used 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 parties for the same or substantially similar type of products/services.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained as the products/services are exclusive in nature, then the Company/Group will rely on market knowledge of prevailing industry norm for comparison to ensure that the RRPTs are carried out at arm's length and on normal commercial terms 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 and non-interested shareholders of MDGM;

- (d) In respect of the Consultancy and Shared Functions Agreement (“**Agreement**”), ARMC will monitor, review and approve the aggregate threshold value of the services to be provided by the MDGM Group to the MDIH Group. Such approval may be reviewed, amended or renewed on an annual basis or on an ad hoc basis, as determined to be appropriate and in the best interest of MDGM by our ARMC. All reviews by ARMC would be reported to the Board for decision. MDGM reserves the right to terminate the Agreement, if need be;
- (e) All new RRPTs with value equal to or exceeding RM1 million per transaction or where any one of the percentage ratios is one percent (1%) or more, whichever is higher, are subject to review by ARMC and approved by the Board to ensure compliance with the Listing Requirements on RRPT. RRPT with value below RM1 million or percentage ratio of less than one percent (1%), are reviewed and authorised by the Executive Directors of MDGM;
- (f) A register is maintained to capture and monitor all RRPTs which are entered into pursuant to the Proposed Shareholders' Mandate;
- (g) All interested Related Parties in the RRPTs to be reviewed shall abstain from deliberation and decision making in respect of that transaction;

- (h) The annual internal audit plan shall incorporate a review of RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the necessary review and approval have been obtained and the review procedures for RRPT are adhered to. The internal audit report on RRPT review shall then be tabled to ARMC; and
- (i) The Board and the ARMC shall continue to review the adequacy and appropriateness of the review procedures for RRPT as and when required and deem appropriate.

2.8 Rationale and Benefit for the RRPTs

The RRPTs to be entered into by the MDGM Group are recurrent transactions of revenue or trading in nature conducted in the ordinary course of business of the MDGM Group at the best possible terms so as to achieve synergistic benefits with the close commercial relationship with the Related Parties.

These RRPTs are likely to occur with some degree of frequency and may be constrained by the time-sensitive nature and confidentiality of the same, thus rendering it impractical to seek shareholders' approval on a case-by-case basis before entering into such RRPTs transactions.

The procurement of the Proposed Shareholders' Mandate on an annual basis would allow MR DIY Group to enter into transactions with the classes of Related Parties and would eliminate the need to make announcement to Bursa Securities and/or to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPT with the classes of Related Parties arise, thereby substantially reducing administrative time, inconvenience and expenses associated with the convening such meetings, without compromising the corporate objectives and business opportunities available to the MDGM Group.

The ten percent (10%) mark-up to be charged on top of overhead costs incurred by the MDGM Group for the provision of consultancy and shared functions services to MDIH Group and the sale and supply of goods to Mr D.I.Y. Trading (Singapore) Pte. Ltd. will create business opportunities and additional revenue for the MDGM Group.

The procurement of merchandise and products will allow the MDGM Group to leverage on economies of scale.

The working relationship between the MDGM Group and the MDIH Group would reap mutual benefits from the exchange of market research of retailing industry in countries which the MDGM Group and the MDIH Group have operations for realisation of business synergies.

There is no preferential arrangement between the MDGM Group and the MDIH Group in respect of the pricing terms set by the end suppliers for merchandise purchased by the MDGM Group and the MDIH Group.

3. STATEMENT BY AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC has seen and reviewed the procedures in Section 2.7 above and is satisfied that the processes and procedures established for RRPTs are sufficient to ensure that the RRPTs are conducted at arm's length basis, and they are fair, reasonable, and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders.

The ARMC is of the view that the MDGM Group has put in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. These procedures and processes will be reviewed on an annual basis or as and when necessary, to ensure the RRPTs are, at all times, carried

out on terms which are not more favourable to the Related Parties and are not detrimental to the interest of the minority shareholders and are in the best interest of the MDGM Group.

4. EFFECTS OF THE PROPOSAL

The Proposed Shareholders' Mandate does not have any effect on the issued and paid-up share capital of the Company and the Substantial Shareholders' shareholdings and is not expected to have a material effect on the earnings, net asset per share, gearing or earnings per share of the MDGM Group.

5. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of MDGM at the forthcoming 10th AGM.

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

Save as disclosed below, none of the other Directors, Major Shareholders nor Persons Connected with them, have any interest, direct or indirect, in the Proposed Shareholders' Mandate:

	Direct		Indirect	
	No. of Shares '000	%	No. of Shares '000	%
Interested Directors				
Tan Yu Yeh	590	0.01	3,202,225 ⁽¹⁾	51.02
Tan Yu Wei	-	-	3,202,225 ⁽²⁾	51.02
Interested Major Shareholders				
Bee Family Limited	3,202,225	51.02	-	-
Hyptis Limited	959,873	15.29	-	-

Notes:

⁽¹⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.

⁽²⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholding held in WEI Future Capital Ltd., applying Section 8(4) of the Act.

The interested Directors have abstained and will continue to abstain from deliberations and voting at Board meetings of MDGM in respect of the Proposed Shareholders' Mandate. Further, they will abstain from voting in respect of their direct or indirect interests on the resolutions approving the Proposed Shareholders' Mandate at the forthcoming 10th AGM of MDGM.

In addition, the interested Major Shareholders will abstain from voting in respect of their direct or indirect shareholdings in the Company, on the resolutions approving the Proposed Shareholders' Mandate at the forthcoming 10th AGM of MDGM.

The aforesaid interested Directors and interested Major Shareholders have also undertaken and will ensure that the Persons Connected with them will abstain from voting in respect of their direct or indirect shareholdings in the Company on the resolutions deliberating or approving the Proposed Shareholders' Mandate at the forthcoming 10th AGM of MDGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered all aspects of the Proposed Shareholders' Mandate, the Board (save for the interested Directors), is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and accordingly recommends that you vote in favour of the ordinary resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 10th AGM of MDGM.

8. AGM

The ordinary resolutions to vote on the Proposed Shareholders' Mandate are set out in the Notice of the 10th AGM contained in the Annual Report 2020 of the Company. The 10th AGM will be held on a fully virtual basis from the Broadcast Venue at Lot 1907, Jalan KPB 11, Kawasan Perindustrian Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia and via the TIIH Online website at <https://tiih.online> on Tuesday, 15 June 2021 at 2.00 p.m. or at any adjournment thereof.

If you are unable to participate in the AGM, you may appoint a proxy or proxies (not more than 2 proxies) to participate and vote on your behalf by completing and submitting the Proxy Form **not later than Monday, 14 June 2021 at 2.00 p.m.** in the following manner:

- (a) *The hardcopy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor"), Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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, Malaysia.; OR*
- (b) *The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online.*

The lodging of the Proxy Form will not preclude you from participating and voting at the AGM. Should you subsequently decide to participate at the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at is.enquiry@my.tricorglobal.com, not later than Sunday, 13 June 2021 at 2.00 p.m.

9. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I for further information.

Yours faithfully
For and on behalf of the Board of
MR D.I.Y. GROUP (M) BERHAD

DATO' AZLAM SHAH BIN ALIAS
Independent Non-Executive Chairman

PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO
THE PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**



MR D.I.Y. GROUP (M) BERHAD
[Company No: 201001034084 (918007-M)]
(Incorporated in Malaysia)

Registered Office:
Lot 1907, Jalan KPB 11
Kawasan Perindustrian Balakong
43300 Seri Kembangan
Selangor Darul Ehsan, Malaysia

28 April 2021

Board of Directors:

Dato' Azlam Shah bin Alias (*Chairman, Independent Non-Executive Director*)
Tan Yu Yeh (*Executive Vice Chairman, Non-Independent Executive Director*)
Ong Chu Jin Adrian (*Chief Executive Officer, Non-Independent Executive Director*)
Brahmal A/L Vasudevan (*Non-Independent Non-Executive Director*)
Ng Ing Peng (*Independent Non-Executive Director*)
Leng Choo Yin (*Independent Non-Executive Director*)
Tan Yu Wei (*Alternate Director to Tan Yu Yeh*)
Soo Sze Yang (*Alternate Director to Brahm A/L Vasudevan*)

To: The Shareholders of MR D.I.Y. GROUP (M) BERHAD

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

The Board had, on 31 March 2021, announced its intention to seek shareholders' approval at the forthcoming 10th AGM of the Company for the Proposed Share Buy-Back Authority.

The purpose of this Statement is to provide you with details of the Proposed Share Buy-Back Authority and to seek your approval for an ordinary resolution to be tabled at the forthcoming 10th AGM of the Company.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE FORTHCOMING 10TH AGM.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

The Board is proposing to seek its shareholders' approval for the authority for the Company to purchase its own shares of up to ten percent (10%) of its total number of issued Shares at any point in time, subject

to the compliance with the Act, the Listing Requirements and any prevailing laws, rules, regulation, guidelines and other requirement issued by the relevant authorities. The purchase of Shares under the Proposed Share Buy-Back Authority will be carried out through Bursa Securities via stockbroker(s) to be appointed by the Board at a later date.

The approval from shareholders for the Proposed Share Buy-Back Authority, shall be effective immediately upon the passing of the ordinary resolution on the Proposed Share Buy-Back Authority at the forthcoming 10th AGM and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed at the general meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoke or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

Shareholders' approval for the Proposed Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares on Bursa Securities. The Proposed Share Buy-Back Authority will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

3. QUANTUM

As at the LPD, the total number of Shares issued by the Company is 6,276,600,000 Shares. For illustration purposes, the maximum number of Shares which may be purchased and/or held by the Company will not be more than 627,660,000 Shares, based on the total number of issued Shares as at LPD.

The Company also has an ESOS of which any exercise of vested Options by the Grantees will increase the total number of issued shares of the Company. Should the number of issued Shares increase due to the exercise of Options, the maximum aggregate number of shares that can be purchased by the Company is up to ten percent (10%) of the enlarged total number of issued Shares at the time of purchase. The Options of 11,772,500 Shares are exercisable from 23 October 2021 up to 22 October 2022.

4. FUNDING

The Proposed Share Buy-Back Authority will be funded through internally generated funds and/or bank borrowings, the proportion of which will depend on, among others, the availability of internally generated funds, the actual number of Shares to be purchased and other relevant cost factors at the time of purchase(s). The actual number of Shares to be purchased and/or held will also depend on the market conditions, sentiments of the stock market as well as financial resources available to the Company. In the event the purchase of Shares is to be partly financed by bank borrowings, the Board will ensure that it has capability of repaying the borrowings and the repayment of borrowings will not have any material effect on the Company's cash flows. In addition, the Board will ensure that the Company satisfies the solvency test as stated under Section 112(2) of the Act before executing the Proposed Share Buy-Back Authority.

In accordance with the Listing Requirements, the funds for the Proposed Share Buy-Back Authority must be made wholly out of retained profits of the Company. As such, the Board proposes to allocate a maximum amount not exceeding the aggregate sum of the retained profits of the Company at the time of such purchase(s). Based on the Company's latest audited financial statements for the FYE 31 December

2020, the accumulated retained earnings of the Company was RM697,236,997.

5. TREATMENT OF PURCHASED SHARES

Pursuant to the provision of Section 127(4) of the Act, the Board may resolve, at its discretion, to deal with the purchased Shares in the following manner:

- (a) cancel the Shares so purchased; or
- (b) retain the Shares so purchased in treasury which is known as “treasury shares” in the Act; or
- (c) retain a portion of the Shares so purchased as treasury shares and cancel the remainder of the Shares.

Accordingly, based on Section 127(7) of the Act, where such Shares are held as treasury shares, the Board may, at its discretion:

- (i) distribute the treasury shares as dividends to shareholders, such dividend to be known as “share dividends”;
- (ii) resell the treasury shares, or any of the treasury shares, in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the treasury shares, or any of the treasury shares, for the purpose of or under an employees’ share scheme or such other purposes as allowed under the Act;
- (iv) transfer the treasury shares, or any of the treasury shares as purchase consideration;
- (v) cancel the treasury shares, or any of the treasury shares; or
- (vi) sell transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

Upon each purchase of the Shares pursuant to the Proposed Share Buy-Back Authority, an immediate announcement will be made to Bursa Securities in respect of the intention of the Board to either retain the Shares purchased as treasury shares or cancel them or a combination of both. An immediate announcement will also be made to Bursa Securities of any resale, transfer or cancellation of Shares so purchased.

While the purchased shares are held as treasury shares, the right attached to them as to voting, dividends and participation in any other distribution or otherwise are suspended, and the treasury shares shall not be taken into account in calculating the number or percentage of Shares or a class of Shares in the Company for any purposes including substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at a meeting of the shareholders.

6. PRICING

Pursuant to the Listing Requirements, the Company may only purchase its own Shares at a price which is not more than fifteen percent (15%) above the weighted average market price of the Shares for the five (5) market days immediately preceding the date of any purchase(s).

In the case of a resale or transfer of the treasury shares on Bursa Securities, the Company may only resell any treasury shares at:

- (a) a price which is not less than the weighted average market price of the Shares for five (5) market days immediately prior to the date of the resale or transfer; or
- (b) a discounted price of not more than five percent (5%) to the weighted average market price for the Shares for five (5) market days immediately prior to the date of the resale or transfer, provided that:
 - (i) the resale or transfer takes place not earlier than thirty (30) days from the date of the purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

7. PURCHASE, RESALE, TRANSFER OR CANCELLATION OF SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS

Given that this is the first time the Company is seeking authority from the shareholders for the Proposed Share Buy-Back Authority, the Company does not currently hold any treasury shares and has not purchased, resold, transferred or cancelled any Shares during the last twelve (12) months preceding the LPD.

8. PUBLIC SHAREHOLDING SPREAD

The Proposed Share Buy-Back Authority will be carried out in compliance with the prevailing laws at the time of purchase including compliance with Paragraph 8.02(1) of the Listing Requirements which requires at least 25% of the total number of issued Shares (excluding treasury shares) of the Company to be in the hands of public shareholders.

Bursa Securities had via its letter dated 28 June 2019, approved the level of public shareholding spread for the Company of 15% as in compliance with Paragraph 8.02(1) of the Listing Requirements.

In this regard, the Company will ensure that prior to any share buy-back exercise, the minimum public shareholding spread of at least 15% is maintained at all times. As at the LPD, the public shareholding spread of the Company was approximately 15.68%.

9. RATIONALE FOR THE PROPOSED SHARE BUY-BACK AUTHORITY

The Proposed Share Buy-Back Authority will provide the Company with an additional option to utilise its surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the open market at market prices which the Board views as favourable to help stabilise the supply and demand of Shares traded on the Bursa Securities and thereby support its fundamental value.

If the purchased shares are subsequently cancelled and subsequently a lower number of Shares being used for the purpose of computing EPS, all things being equal, long-term investors are expected to enjoy a corresponding increase in the value of their investments in the Company with the proportionate strengthening of the EPS and the NA per Share may improve, which is in turn expected to have a positive impact on the market price of the Shares.

If the purchased Shares are kept as treasury shares, it will provide the Company an opportunity to resell the treasury shares at higher price in future and may potentially generate capital gains for the Company. Should the treasury shares be distributed as share dividends and/or issued under an employees' share scheme, this would serve to reward the shareholders of MDGM and/or eligible employees.

10. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK AUTHORITY

10.1 Potential advantages

The potential advantages of the Proposed Share Buy-Back Authority to the Company and its shareholders are as follows:

- (a) allows the Company to take preventive measures against speculation, particularly when the Shares are undervalued and this would, in turn, stabilise the market price of the Shares and hence, enhance investors' confidence;
- (b) allows the Company the flexibility to achieve the desired capital structure, in terms of debt and equity composition and size of equity;
- (c) provides the Company with opportunities for potential gains if the purchased shares which are retained as treasury shares, are resold at a higher price than they were bought for; and
- (d) serves to reward the shareholders of the Company and/or eligible employees if the purchased Shares which are retained as treasury shares, are distributed as share dividends to the shareholders and/or issued under an employees' share scheme.

10.2 Potential disadvantages

The potential disadvantages of the Proposed Share Buy-Back Authority to the Company and its shareholders are as follows:

- (a) temporally reduces the financial resources of the Company, which may result in the Company foregoing feasible investment opportunities that may emerge in the future; and
- (b) reduces the financial resources available for distribution of dividends to shareholders in the immediate future as the funds to be allocated for the Proposed Share Buy-Back Authority must be made wholly out of the retained profits of the Company.

Nevertheless, the Proposed Share Buy-Back Authority is not expected to have any material disadvantages to the Company and its shareholders, as it will be implemented only after due consideration of the financial resources of the Company and of the resultant impact to the Company and its shareholders. The Board, in exercising any decision to purchase any of the shares, will be mindful of the Company's and its shareholders' interest.

11. EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

11.1 Issued share capital

The Proposed Share Buy-Back Authority will have no effect on the number of issued share capital of MDGM if the purchased Shares are held as treasury shares. However, the rights attaching to the treasury shares as to voting, dividends and participation in any other distributions or otherwise are suspended, and the treasury shares shall not be taken into account in calculating the number or percentage of Shares or a class of Shares in the Company for any purposes including substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at a meeting of the shareholders.

The Proposed Share Buy-Back Authority will result in a reduction of the total number of issued Shares of the Company if the purchased Shares are cancelled. The effects on the issued share capital

of the Company assuming up to ten percent (10%) of the issued share capital are purchased and cancelled entirely, are illustrated below:

Minimum Scenario

Assuming that no Options are exercised and converted into new Shares during the implementation of the Proposed Share Buy-Back Authority, the Proposed Share Buy-Back Authority will have no effect on the issued share capital as the Shares purchased are to be retained as treasury shares, resold or distributed to the shareholders.

Maximum Scenario

Assuming that all Options are exercised and converted into new Shares during the implementation of the Proposed Share Buy-Back Authority, the effects shall be as follows-

	<u>No. of Shares</u>
Issued Share Capital as at LPD	6,276,600,000
Add: Exercise of Options	11,772,500 ⁽¹⁾
Enlarged total number of issued shares after the exercise of Options	6,288,372,500
Less: Maximum number of Shares that may be purchased and cancelled pursuant to the Proposed Share Buy-Back Authority ⁽²⁾	(628,837,250)
Resultant share capital	<u>5,659,535,250</u>

Notes:

⁽¹⁾ Assuming all the 11,772,500 Options are exercised.

⁽²⁾ Assuming all Shares purchased are cancelled.

11.2 NA

The effects of the Proposed Share Buy-Back Authority on the consolidated NA of the MDGM Group will depend on the actual number of Shares purchased, purchase price of the Shares, the effective funding cost, if any, and the subsequent treatment of the Shares so purchased.

The NA of the MDGM Group would decrease if the Shares bought back are cancelled. The Proposed Share Buy-Back Authority will reduce the consolidated NA per Share if the purchase price exceeds the consolidated NA per Share at the time of purchase and vice versa.

The consolidated NA of the MDGM Group would decrease by the cost of the treasury shares due to the requirement for treasury shares to be carried at cost and be offset against equity if the Shares bought back are retained as treasury shares.

Should the Shares so purchased be held as treasury shares and later resold, the consolidated NA per Share of the MDGM Group will increase if the Company realises a gain from the resale, and vice versa. Should the treasury shares be distributed as share dividends or issued under an employees' share scheme, the NA per Share of the MDGM Group will decrease by the cost of the treasury shares.

11.3 Earnings and EPS

The effects of the Proposed Share Buy-Back Authority on the earnings and EPS of the MDGM Group will depend on the number of Shares purchased, purchase price of the Shares and the effective funding cost or loss of interest income to the Group, or opportunity cost in relation to other investment opportunities. Nevertheless, all things being equal, assuming the purchased

Shares are retained as treasury shares, the Proposed Share Buy-Back Authority is expected to increase the EPS of the MDGM Group.

If the purchased Shares are treated as treasury shares and subsequently resold, the extent of the effect to the earnings of the MDGM Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising.

If the purchased Shares are cancelled, the number of Shares applied in the computation of EPS will reduce and accordingly, all things being equal, the Proposed Share Buy-Back Authority will increase the EPS of the MDGM Group.

11.4 Working Capital

The Proposed Share Buy-Back Authority will reduce the working capital and cash flow of the MDGM Group, the quantum of which will depend on the actual purchase price of the Shares and number of Shares purchased and the funding cost, if any.

For Shares purchased which are kept as treasury shares, upon resale of such Shares, the working capital and cash flow of the MDGM Group will increase assuming that a gain has been realised. The quantum of the increase in the working capital will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

11.5 Dividends

The Proposed Share Buy-Back Authority must be wholly made out of the Company's retained profits and thus, may have impact on the Company dividend rate as it will reduce the cash available for distribution of dividends to the shareholders of the Company.

Nonetheless, if the Shares purchased are retained as treasury shares, the treasury shares may be distributed as dividends to the shareholders, if the Company so decides. If the Shares purchased are cancelled, the Proposed Share Buy-Back Authority will have the effect of increasing the dividend rate of the Company as a result of the reduction in the number of issued Shares.

Barring any unforeseen circumstances, the Proposed Share Buy-Back Authority is not expected to have any material impact on the policy of the Board in the recommending dividends for the financial year ending 31 December 2021, which would depend on, amongst others, the profitability, cash flow position and financing requirements of the Company.

12. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

12.1 Directors' shareholdings

The effects of the Proposed Share Buy-Back Authority on the shareholding of the Directors in MDGM are illustrated as follows:

Minimum Scenario – Assuming that no Options are exercised into new Shares during the implementation of the Proposed Share Buy-Back Authority

Name	As at the LPD				After the Proposed Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
	'000		'000			'000	'000	
Dato' Azlam Shah Bin Alias	500	0.01	-	-	500	0.01	-	-
Tan Yu Yeh	590	0.01	3,202,225 ⁽³⁾	51.02	590	0.01	3,202,225 ⁽³⁾	56.69
Ong Chu Jin Adrian	43,742	0.70	-	-	43,742	0.77	-	-
Brahmal A/L Vasudevan	-	-	719 ⁽⁴⁾	0.01	-	-	719 ⁽⁴⁾	0.01
Ng Ing Peng	220	*	-	-	220	*	-	-
Leng Choo Yin	300	*	100 ⁽⁵⁾	*	300	*	100 ⁽⁵⁾	*
Tan Yu Wei	-	-	3,202,225 ⁽⁶⁾	51.02	-	-	3,202,225 ⁽⁶⁾	56.69
Soo Sze Yang	-	-	-	-	-	-	-	-

Notes:

⁽¹⁾ Calculated based on 6,276,600,000 Shares as at the LPD.

⁽²⁾ Calculated based on 5,648,940,000 Shares, assuming the Proposed Share Buy-Back Authority is undertaken in full and a maximum of 627,660,000 Shares are purchased from the open market, representing 10% of the total number of issued Shares of the Company as at the LPD of 6,276,600,000.

⁽³⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.

⁽⁴⁾ Deemed interested by virtue of his interest in Creator Sdn. Bhd., applying Section 8(4) of the Act.

⁽⁵⁾ Deemed interested by virtue of the shares held by her spouse, applying Section 59(1)(c) of the Act.

⁽⁶⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in WEI Future Capital Ltd., applying Section 8(4) of the Act.

* Negligible

Maximum Scenario – Assuming that the maximum exercisable Options are exercised into new Shares during the implementation of the Proposed Share Buy-Back Authority

Name	As at the LPD				After the full exercise of Options				After the Proposed Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽³⁾	No. of Shares	% ⁽³⁾
	'000		'000		'000		'000		'000		'000	
Dato' Azlam Shah Bin Alias	500	0.01	-	-	500	0.01	-	-	500	0.01	-	-
Tan Yu Yeh	590	0.01	3,202,225 ⁽⁴⁾	51.02	1,003	0.02	3,202,225 ⁽⁴⁾	50.92	1,003	0.02	3,202,225 ⁽⁴⁾	56.58
Ong Chu Jin Adrian	43,742	0.70	-	-	43,950	0.70	-	-	43,950	0.78	-	-
Brahmal A/L Vasudevan	-	-	719 ⁽⁵⁾	0.01	-	-	719 ⁽⁵⁾	0.01	-	-	719 ⁽⁵⁾	0.01
Ng Ing Peng	220	*	-	-	220	*	-	-	220	*	-	-
Leng Choo Yin	300	*	100 ⁽⁶⁾	*	300	*	100 ⁽⁶⁾	*	300	*	100 ⁽⁶⁾	*
Tan Yu Wei	-	-	3,202,225 ⁽⁷⁾	51.02	353	0.01	3,202,225 ⁽⁷⁾	50.92	353	0.01	3,202,225 ⁽⁷⁾	56.58
Soo Sze Yang	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

⁽¹⁾ Calculated based on 6,276,600,000 Shares as at the LPD.

⁽²⁾ Calculated based on 6,288,372,500 Shares, assuming all exercisable Options of 11,772,500 are exercised during the Proposed Authorised Period.

⁽³⁾ Calculated based on 5,659,535,250 Shares, assuming all exercisable Options of 11,772,500 are exercised and the Proposed Share Buy-Back Authority is undertaken in full and a maximum of 628,837,250 Shares are purchased from the open market, representing 10% of the total number of issued Shares of the Company of 6,288,372,500.

⁽⁴⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.

⁽⁵⁾ Deemed interested by virtue of his interest in Creador Sdn. Bhd., applying Section 8(4) of the Act.

⁽⁶⁾ Deemed interested by virtue of the shares held by her spouse, applying Section 59(1)(c) of the Act.

⁽⁷⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in WEI Future Capital Ltd., applying Section 8(4) of the Act.

* Negligible

12.2 Substantial shareholders' shareholdings

The effects of the Proposed Share Buy-Back Authority on the shareholding of the Substantial Shareholders in MDGM are illustrated as follows:

Minimum Scenario – Assuming that no Options are exercised into new Shares during the implementation of the Proposed Share Buy-Back Authority

Name	As at the LPD				After the Proposed Share Buy-Back Authority					
	Direct		Indirect		Direct		Indirect			
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾		
	'000		'000			'000	'000			
Bee Family Limited	3,202,225	51.02	-	-	3,202,225	56.69	-	-		
Hyptis Limited	959,873	15.29	-	-	959,873	16.99	-	-		
Platinum Alphabet Sdn. Bhd.	433,842	6.91	-	-	433,842	7.68	-	-		
Yeh Family (PTC) Ltd	-	-	3,202,225 ⁽³⁾	51.02	-	-	3,202,225 ⁽³⁾	56.69		
WEI Future Capital Ltd.	-	-	3,202,225 ⁽³⁾	51.02	-	-	3,202,225 ⁽³⁾	56.69		
Tan Yu Yeh	590	0.01	3,202,225 ⁽⁴⁾	51.02	590	0.01	3,202,225 ⁽⁴⁾	56.69		
Tan Yu Wei	-	-	3,202,225 ⁽⁵⁾	51.02	-	-	3,202,225 ⁽⁵⁾	56.69		
Creador II, LLC	-	-	959,873 ⁽⁶⁾	15.29	-	-	959,873 ⁽⁶⁾	16.99		
Creador III L.P.	-	-	959,873 ⁽⁶⁾	15.29	-	-	959,873 ⁽⁶⁾	16.99		
Gan Choon Leng	100	*	433,842 ⁽⁷⁾	6.91	100	*	433,842 ⁽⁷⁾	7.68		
Tan Gaik Hoon	450	0.01	433,842 ⁽⁷⁾	6.91	450	0.01	433,842 ⁽⁷⁾	7.68		

Notes:

⁽¹⁾ Calculated based on 6,276,600,000 Shares as at the LPD.

⁽²⁾ Calculated based on 5,648,940,000 Shares, assuming the Proposed Share Buy-Back Authority is undertaken in full and a maximum of 627,660,000 Shares are purchased from the open market, representing 10% of the total number of issued Shares of the Company as at the LPD of 6,276,600,000.

⁽³⁾ Deemed interested by virtue of its interest in Bee Family Limited, applying Section 8(4) of the Act.

Notes (cont'd):

- ⁽⁴⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.
⁽⁵⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in WEI Future Capital Ltd., applying Section 8(4) of the Act.
⁽⁶⁾ Deemed interested by virtue of its interest in Hyptis Limited, applying Section 8(4) of the Act.
⁽⁷⁾ Deemed interested by virtue of his/her interest in Platinum Alphabet Sdn. Bhd., applying Section 8(4) of the Act.
* Negligible

Maximum Scenario – Assuming that the maximum exercisable Options are exercised into new Shares during the implementation of the Proposed Share Buy-Back Authority

Name	As at the LPD				After the full exercise of Options				After the Proposed Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽³⁾	No. of Shares	% ⁽³⁾
	'000		'000			'000		'000			'000	
Bee Family Limited	3,202,225	51.02	-	-	3,202,225	50.92	-	-	3,202,225	56.58	-	-
Hyptis Limited	959,873	15.29	-	-	959,873	15.26	-	-	959,873	16.96	-	-
Platinum Alphabet Sdn. Bhd.	433,842	6.91	-	-	433,842	6.90	-	-	433,842	7.67	-	-
Yeh Family (PTC) Ltd	-	-	3,202,225 ⁽⁴⁾	51.02	-	-	3,202,225 ⁽⁴⁾	50.92	-	-	3,202,225 ⁽⁴⁾	56.58
WEI Future Capital Ltd.	-	-	3,202,225 ⁽⁴⁾	51.02	-	-	3,202,225 ⁽⁴⁾	50.92	-	-	3,202,225 ⁽⁴⁾	56.58
Tan Yu Yeh	590	0.01	3,202,225 ⁽⁵⁾	51.02	1,003	0.02	3,202,225 ⁽⁵⁾	50.92	1,003	0.02	3,202,225 ⁽⁵⁾	56.58
Tan Yu Wei	-	-	3,202,225 ⁽⁶⁾	51.02	353	*	3,202,225 ⁽⁶⁾	50.92	353	0.01	3,202,225 ⁽⁶⁾	56.58
Creador II, LLC	-	-	959,873 ⁽⁷⁾	15.29	-	-	959,873 ⁽⁷⁾	15.26	-	-	959,873 ⁽⁷⁾	16.96
Creador III L.P.	-	-	959,873 ⁽⁷⁾	15.29	-	-	959,873 ⁽⁷⁾	15.26	-	-	959,873 ⁽⁷⁾	16.96

Name	As at the LPD				After the full exercise of Options				After the Proposed Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares '000	% ⁽¹⁾	No. of Shares '000	% ⁽¹⁾	No. of Shares '000	% ⁽²⁾	No. of Shares '000	% ⁽²⁾	No. of Shares '000	% ⁽³⁾	No. of Shares '000	% ⁽³⁾
Gan Choon Leng	100	*	433,842 ⁽⁸⁾	6.91	100	*	433,842 ⁽⁸⁾	6.90	100	*	433,842 ⁽⁸⁾	7.67
Tan Gaik Hoon	450	0.01	433,842 ⁽⁸⁾	6.91	450	0.01	433,842 ⁽⁸⁾	6.90	450	0.01	433,842 ⁽⁸⁾	7.67

Notes:

⁽¹⁾ Calculated based on 6,276,600,000 Shares as at the LPD.

⁽²⁾ Calculated based on 6,288,372,250 Shares, assuming all exercisable Options of 11,772,500 are exercised during the Proposed Authorised Period.

⁽³⁾ Calculated based on 5,659,535,250 Shares, assuming all exercisable Options of 11,772,500 are exercised and the Proposed Share Buy-Back Authority is undertaken in full and a maximum of 628,837,250 Shares are purchased from the open market, representing 10% of the total number of issued Shares of the Company of 6,288,372,500.

⁽⁴⁾ Deemed interested by virtue of its interest in Bee Family Limited, applying Section 8(4) of the Act.

⁽⁵⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.

⁽⁶⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his shareholdings held in WEI Future Capital Ltd., applying Section 8(4) of the Act.

⁽⁷⁾ Deemed interested by virtue of its interest in Hyptis Limited, applying Section 8(4) of the Act.

⁽⁸⁾ Deemed interested by virtue of his/her interest in Platinum Alphabet Sdn. Bhd., applying Section 8(4) of the Act.

* Negligible

13. IMPLICATIONS OF THE PROPOSED SHARE BUY-BACK AUTHORITY RELATING TO THE CODE AND THE RULES

The Company does not intend to undertake the Proposed Share Buy-Back Authority such that it will trigger any obligation to undertake a mandatory general offer pursuant to the Code and the Rules.

In the event the Proposed Share Buy-Back Authority results in any parties triggering a mandatory offer obligation under the Code and the Rules, which is an action outside their direct participation, the relevant parties shall make the necessary application to the Securities Commission Malaysia for a waiver to undertake a mandatory offer pursuant to the Rules.

14. HISTORICAL SHARE PRICE

The monthly highest and lowest prices at which the Shares as traded on Bursa Securities since the Company's Shares were listed on 26 October 2020 up to March 2021 are as follows:

Month and Year	Highest	Lowest
	RM	RM
2020		
October	1.76	1.74
November	2.63	1.71
December	3.20	2.60
2021		
January	3.14	2.87
February	3.89	2.88
March	3.61	4.19

The last transacted price of the Shares as at the LPD was RM4.12.

15. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the proportionate increase in the percentage of shareholdings and/or voting rights of the Directors and Major Shareholders of the Company in their capacities as the shareholders of the Company as a result of the implementation of the Proposed Share Buy-Back Authority, none of the Directors, Major Shareholders and/or Person(s) Connected to them, if any, have any interest, direct or indirect, in the Proposed Share Buy-Back Authority.

16. APPROVAL REQUIRED

The Proposed Share Buy-Back Authority is subject to the approval of the shareholders of MDGM at the forthcoming 10th AGM.

17. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back Authority, is of the opinion that the Proposed Share Buy-Back Authority is in the best interest of the Company and accordingly recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming 10th AGM.

18. AGM

The ordinary resolution in respect of the Proposed Share Buy-Back Authority is set out in the Notice of the 10th AGM contained in the Annual Report 2020 of the Company. The 10th AGM will be held on a fully virtual basis from the Broadcast Venue at Lot 1907, Jalan KPB 11, Kawasan Perindustrian Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia and via the TIIH Online website at <https://tiah.online> on Tuesday, 15 June 2021 at 2.00 p.m. or at any adjournment thereof.

If you are unable to participate in the AGM, you may appoint a proxy or proxies (not more than 2 proxies) to participate and vote on your behalf by completing and submitting the Proxy Form **not later than Monday, 14 June 2021 at 2.00 p.m.** in the following manner:

- (a) *The hardcopy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”), Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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, Malaysia.*
- (b) *The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiah.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online.*

The lodging of the Proxy Form will not preclude you from participating and voting at the AGM. Should you subsequently decide to participate at the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at is.enquiry@my.tricorglobal.com, not later than Sunday, 13 June 2021 at 2.00 p.m.

19. FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of the Board of
MR D.I.Y. GROUP (M) BERHAD

DATO' AZLAM SHAH BIN ALIAS
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of MDGM have seen and approved this Circular/Statement and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular/Statement. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there are no other facts, the omission of which would make any statement in this Circular/Statement misleading.

2. MATERIAL LITIGATION

As at the LPD, the MDGM Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Directors of MDGM confirm that there are no proceedings pending or threatened or any fact likely to give rise to any proceedings which might materiality and adversely affect the financial or business position of the MDGM Group.

3. MATERIAL CONTRACTS

Save as disclosed below, the MDGM Group has not entered into any material contracts, which are not in the ordinary course of business during the past two (2) years preceding the date of this Circular/Statement:

(a) Share Purchase Agreement dated 10 April 2019 in respect of the acquisition of 100.0% equity interest in MD(B)

On 10 April 2019, our Company entered into a share purchase agreement with Chong Swee Lee, Gan Choon Leng, Gan Sau Liang, Khoo Kwoy Kock, Poh Chu Tan, Tan Chin Hua, Tan Gaik Hoon, Tan Lay Keow, Tan Lee Ching, Tan Lee Hon, Tan Lee Lee, Tan Lee Ling, Tan Yew Hock, Tan Yew King, Tan Yew Teik, Tan Yu Yeh, Tan Yu Wei, Toh Hooi Hak, Toh Lay Fan, Toh Lee Soo and Ong Chu Jin Adrian to acquire 1,000 ordinary shares in MD(B), representing 100.0% equity interest in MD(B) from the vendors for a total cash consideration of RM90.0 million to be satisfied in three tranches of RM30.0 million each.

The agreement provides that the purchase consideration is subject to adjustment where the actual profit after tax for FYE 31 December 2018 is more than RM4.5 million but less than RM5.5 million. Further the parties agree to re-negotiate the terms of the agreement where the actual profit after tax for the FYE 31 December 2018, as determined in accordance with the agreement is less than RM4.5 million or more than RM5.5 million.

The sale and purchase was completed on 10 May 2019 upon payment of the first tranche of the purchase consideration of RM30.0 million. As a result, MD(B) became a wholly owned subsidiary of our Company. The final purchase consideration was determined at approximately RM104.8 million. The second tranche of the purchase consideration of RM30.0 million was paid on 10 June 2019 and payment for the final tranche of approximately RM44.8 million was made on 10 July 2019.

(b) Licensing Agreement dated 20 June 2019 in respect of the licensing of the intellectual property rights of MR. D.I.Y. and MR. TOY brands and Deeds of Assignment dated 12 August 2020 for the assignments of the Trademarks by Tan Yu Yeh and Iconic Edge Ltd to us

On 20 June 2019, our Company entered into the Licensing Agreement with Tan Yu Yeh and his assignee, Iconic Edge Ltd, pursuant to which Tan Yu Yeh granted our Company an exclusive,

FURTHER INFORMATION (Cont'd)

perpetual and irrevocable licence, to use all of the IPRs for our business in Malaysia and Brunei, and the right to sub-licence such use to our subsidiaries. Tan Yu Yeh has executed an assignment of the IPRs in favour of Iconic Edge Ltd, which has agreed to grant our Company an exclusive, perpetual and irrevocable licence to use all the IPRs and, as licensor, to be bound by the same terms and be subject to the same conditions as Tan Yu Yeh under the Licensing Agreement. Pursuant to correspondence dated 22 July and 23 July 2019, the effective date of the Licensing Agreement was 16 October 2019.

Pursuant to the Licensing Agreement, we do not have to pay any fees for the grant of the licence save for the nominal consideration of RM10 and payment of costs for registration and renewal of the trademarks in Malaysia and Brunei.

On 12 August 2020, Tan Yu Yeh and Iconic Edge Ltd have assigned to us the benefits, rights, title and interests in the Trademarks under the Deeds of Assignment, which each of them has executed, for nominal consideration of RM1 each.

The parties to the Licensing Agreement have acknowledged and agreed in writing on 12 August 2020 that following the execution of the Deeds of Assignment, the parties consent to the exclusion of the Trademarks from the Licensing Agreement and that all other terms and conditions of the Licensing Agreement shall remain in full force and effect.

(c) Consultancy and shared functions agreement dated 18 December 2019 between MDGM and MDIH

On 18 December 2019, our Company entered into a consultancy and shared functions agreement with MDIH for the provision to the MDIH Group for services relating to: (i) merchandise and product procurement for the MDIH Group; (ii) financial reporting for the Singapore operations of MDIH; and (iii) advise from time to time for marketing (such as initial marketing initiatives for new stores and common branding theme), retailing, warehouse, logistic, procurement and corporate office matters (including miscellaneous advice such as information technology, finance and business development) for the MDIH Group. The provision of services by our Company is subject to the availability of our personnel and resources and is at the sole discretion of our Company.

The consideration for the provision for all the services will be calculated based on overhead costs calculated in accordance with the agreement with a 10.0% mark-up, plus expenses. The agreement was effective starting 1 October 2019 and may be terminated upon either party giving at least two months' prior notice.

(d) Sale and purchase agreement dated 5 August 2020 in respect of the acquisition of property under Geran Mukim 391, Lot 1836, Mukim Ceras, Daerah Hulu Langat, Negeri Selangor

On 5 August 2020, MDM entered into a sale and purchase agreement with SB Global Resources Sdn Bhd to acquire the property known as Geran Mukim 391, Lot 1836, Mukim Ceras, Daerah Hulu Langat, Negeri Selangor measuring approximately 7,461.0 square meters for a total cash consideration of RM17.8 million. The sale and purchase of the property was completed on 29 December 2020.

(e) Sale and purchase agreement dated 14 September 2020 in respect of the acquisition of property under HS (D) 172069, PT 59504, Pekan Cheras, Daerah Ulu Langat, Negeri Selangor

On 14 September 2020, MDM entered into a sale and purchase agreement with Chin Loong Sang to acquire the property known as HS (D) 172069, PT 59504, Pekan Cheras, Daerah Ulu Langat,

FURTHER INFORMATION (Cont'd)

Negeri Selangor, measuring approximately 7,928.6 square meters for a total cash consideration of approximately RM12.6 million. The sale and purchase of the property was completed on 15 January 2021.

(f) Retail Underwriting Agreement dated 23 September 2020

Retail Underwriting Agreement dated 23 September 2020 entered into between our Company, the Joint Managing Underwriters and the Joint Underwriters to severally and not jointly underwrite 161,532,000 Issue Shares under the Retail Offering at an underwriting commission calculated at the rate of up to 1.75% (exclusive of applicable tax) of the Retail Price, multiplied by the number of Issue Shares underwritten.

(g) Master Cornerstone Placement Agreement dated 23 September 2020

Master Cornerstone Placement Agreement dated 23 September 2020 entered into between our Company, the Selling Shareholders, the Joint Global Coordinators, the Joint Bookrunners and the Cornerstone Investors, under which the Cornerstone Investors agree to acquire an aggregate of 234,680,000 IPO Shares, representing approximately 3.7% of the enlarged issued share capital of our Company, pursuant to the Institutional Offering at the Institutional Price on the terms and subject to the conditions as set out in the Master Cornerstone Placement Agreement and the relevant individual cornerstone placement agreements.

(h) Lock-up letter dated 23 September 2020 in relation to our IPO and Listing

Lock-up letter dated 23 September 2020 issued by our Company to the Joint Bookrunners in relation to the lock-up arrangement for our IPO and Listing.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of MDGM during normal business hours from Mondays to Fridays (except public holidays) for the period commencing from the date of this document up to and including the date of the forthcoming 10th AGM:

- (a) the Constitution of MDGM;
- (b) the audited consolidated financial statements of MDGM for the past two (2) financial years ended 31 December 2019 and 31 December 2020; and
- (c) the material contracts referred to in Section 3 of this **Appendix I**.