

THIS CIRCULAR TO SHAREHOLDERS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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 the Proposed Renewal of Existing Mandate 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.

Bursa Securities takes no responsibility for the contents of this Circular to Shareholders, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular to Shareholders.



MYNEWS HOLDINGS BERHAD

(Company Registration No. 201301010004 (1039846-T)
(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 above proposal will be tabled as Special Business at the Eleventh Annual General Meeting ("11th AGM") of the Company, which will be conducted on Tuesday, 26 March 2024 at 10.00 a.m., or at any adjournment thereof, as a fully virtual meeting through an online meeting platform at <https://tiih.online>.

The Notice of the 11th AGM and Form of Proxy have been sent to all shareholders and published at the Company's website at www.mynews.com.my together with the Annual Report 2023 and this Circular to Shareholders.

Appointment of proxy(ies) shall be made no later than 10:00 a.m. on 24 March 2024 as follows:

- (i) electronically through <https://tiih.online>; or
- (ii) through a duly executed hard copy Form of Proxy which must be deposited at the Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or The Customer Service Centre (Tricor Investor & Issuing House Services Sdn Bhd), Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the 11th AGM should you subsequently wish to do so.

Date and time of the 11 th AGM	:	Tuesday, 26 March 2024 at 10:00 a.m.
Last date and time for lodging the Form of Proxy	:	Sunday, 24 March 2024 at 10:00 a.m.

This Circular to Shareholders is dated 23 February 2024

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular to Shareholders ("Circular"):

"Act"	:	Companies Act 2016, as amended from time to time and any re- enactment thereof
"AC"	:	The Audit Committee of the Company
"AGM"	:	Annual General Meeting
"Annual Report 2023"	:	Annual Report of the Company for the financial year ended 31 October 2023
"Board"	:	Board of Directors of the Company
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (Company Registration No.: 200301033577 (635998-W))
"Circular"	:	This Circular to Shareholders dated 23 February 2024
"CMSA"	:	Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof
"Director(s)"	:	Shall have the same meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive of the Company, its subsidiary or holding company
"DKE"	:	DKE Technology Sdn Bhd (Company Registration No.: 200901040020 (883165-X)), a wholly owned subsidiary of MRetail, which in turn is a wholly owned subsidiary of the Company
"DTG"	:	Dang Tai Gean
"DTH"	:	Dang Tai Hock
"DTK"	:	Dang Tai Kien
"DTL"	:	Dang Tai Luk
"DTW"	:	Dang Tai Wen
"FYE"	:	Financial year ended or ending
"GKA"	:	GK Asia Sdn Bhd (Company Registration No.: 201701034600 (1248771-V)), a major shareholder of MK (49% equity interest)

DEFINITIONS (continued)

“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities including amendment(s) that may be made from time to time
“LPD”	:	31 January 2024, being the latest practicable date prior to the printing of this Circular
“Major Shareholder”	:	<p>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 those shares is:</p> <p>(i) 10% or more of the total number of voting shares in the Company; or</p> <p>(ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company</p> <p>For the purposes of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act, and a Major Shareholder includes any person who is or was, within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a major shareholder of Mynews or any other corporation which is its subsidiary or holding company</p>
“MF”	:	Mynews Food Sdn Bhd (Company Registration No.: 201301032823 (1062652-A)), a wholly owned subsidiary of the Company
“MIE”	:	Marubishi Ingredients & Equipments (M) Sdn Bhd (Company Registration No.: 201001013948 (898182-T)), a Person Connected with MRA
“MK”	:	Mynews Kineya Sdn Bhd (Company Registration No.: 201801005594 (1267608-K)), a 51%-owned subsidiary of MF, which in turn is a wholly owned subsidiary of the Company
“MKukuh”	:	Mynews Kukuh Sdn Bhd (Company Registration No.: 200401028609 (667117-M)), a wholly owned subsidiary of the Company
“MM”	:	Mynews Management Sdn Bhd (Company Registration No.: 200201026209 (593872-D)), a wholly owned subsidiary of MRetail, which in turn is a wholly owned subsidiary of the Company
“MMARU”	:	Mymaruru Sdn Bhd (formerly known as Bison Foods Sdn Bhd) (Company Registration No.: 200401025433 (663941-P)), a wholly owned subsidiary of the Company
“MRA”	:	MRA Bakery Sdn Bhd (Company Registration No.: 201701033423 (1247594-H)), a major shareholder of MR

DEFINITIONS (continued)

“MR”	:	Mynews Ryoyupan Sdn Bhd (Company Registration No.: 201801005079 (1267093-V)), a 51%-owned subsidiary of MF, which in turn is a wholly owned subsidiary of the Company
“MRetail”	:	Mynews Retail Sdn Bhd (Company Registration No.: 199401020616 (306295-X)), a wholly owned subsidiary of the Company
“Mycu”	:	Mycu Retail Sdn Bhd (Company Registration No.: 200301025987 (628407-U)), a wholly owned subsidiary of the Company
“Mynews” or “Company”	:	Mynews Holdings Berhad (Company Registration No.: 201301010004 (1039846- T))
“Mynews Group” or “Group”	:	Mynews and its subsidiaries as defined in Section 4 of the Act.
“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.

DEFINITIONS (continued)

“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 10 th AGM held on 30 March 2023.
“Recurrent Related Party Transaction(s)” or “RRPTs”	:	RPT which are recurrent, of a revenue or trading nature, and necessary for the day-to-day operations of Mynews Group.
“Related Party(ies)”	:	Director(s), Major Shareholder(s) and/or Person(s) Connected with such Director(s) or Major Shareholder(s) as defined herein.
“Related Party Transaction(s)” or “RPTs”	:	Transaction(s) entered into by the Company or its subsidiaries which involve the interest, direct or indirect, of a Related Party.
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively.
WHS	:	WH Smith Malaysia Sdn Bhd (Company Registration No.: 201101033775 (961910-P)), a 50% jointly controlled entity through MRetail.

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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MYNEWS HOLDINGS BERHAD
(Company Registration No.: 201301010004 (1039846-T))
(Incorporated in Malaysia)

Registered Office:
Lot No. 3, Jalan Teknologi 3/1
Taman Sains Selangor 1
Seksyen 3, PJU 5
Kota Damansara
47810 Petaling Jaya
Selangor Darul Ehsan Malaysia

23 February 2024

Board of Directors:

Dang Tai Luk (Non-Independent Executive Chairman)
Dang Tai Wen (Group Chief Executive Officer/Executive Director)
Dang Tai Hock (Chief Executive Officer–Food/Executive Director)
Soon Dee Hwee (Senior Independent Non-Executive Director)
Latifah binti Abdul Latiff (Independent Non-Executive Director)
Christopher Koh Swee Kiat (Independent Non-Executive Director)

To: The Shareholders of Mynews Holdings 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

The Company had on 30 March 2023 obtained a shareholders' mandate for Mynews Group to enter into Recurrent Related Party Transactions as detailed in the Circular to Shareholders of the Company dated 27 February 2023.

The said existing mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 11th AGM of the Company scheduled for 26 March 2024 unless approval for its renewal is obtained from the shareholders of the Company at the forthcoming 11th AGM.

On 22 January 2024, Mynews announced to Bursa Securities of its intention to seek the shareholders' approval for the Proposed Mandates at the forthcoming 11th AGM of the Company.

The purpose of this Circular is to provide you with details of the Proposed Mandates and to seek your approval for the ordinary resolutions to be tabled at the forthcoming 11th AGM.

SHAREHOLDERS OF MYNEWS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED MANDATES AT THE FORTHCOMING 11TH AGM.

2. DETAILS OF THE PROPOSED MANDATES

2.1 Listing Requirements

Pursuant to Paragraph 10.09(1)(a) of the Listing Requirements, a listed issuer must immediately announce a Recurrent Related Party Transaction where:

- (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transaction is RM1 million or more; or
- (ii) the percentage ratio of such Recurrent Related Party Transaction is 1% or more,

whichever is the higher for in relation to a listed issuer with a share capital of RM60 million and above.

Paragraph 10.09(2) of the Listing Requirements provides that a listed issuer may seek a mandate from its shareholders for recurrent related party transaction subject to the following:

- (i) 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;
- (ii) 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 the aggregate value is equal to or more than the threshold aforesaid;
- (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;
- (iv) in a meeting to obtain the shareholders' mandate, the relevant related party must comply with the following requirements:
 - (a) a related party with any interest, direct or indirect ("Interested Related Party"), must not vote on the resolution in respect of the RRPT;
 - (b) an Interested Related Party who is a director or major shareholder must ensure that persons connected with him abstain from voting on the resolution in respect of the RRPT; and
 - (c) where the interested related party is a person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution in respect of the RRPT.
- (v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Paragraph 3.0 of Practice Note 12 of the Listing Requirements sets out the clarification in relation to Paragraph 10.09(2) of the Listing Requirements:

- (i) Recurrent Related Party Transactions - In this respect, the frequency or regularity of the transaction has to be considered. A transaction which has been made or will be made by the listed issuer at least once in 3 years in the course of its business will be considered recurrent.

- (ii) Revenue nature necessary for day-to-day operations - In this respect, a Related Party Transaction of a revenue nature which is necessary for day-to-day operations must either contribute directly or indirectly to the generation of revenue for the listed issuer.
- (iii) A Related Party Transaction is in the ordinary course of business, if it is a transaction which would reasonably be expected to be carried out by the listed issuer given the type of business the listed issuer is involved in. The fact that the transaction is envisaged in the Constitution of the listed issuer will not be a conclusive factor of determination.
- (iv) In making the disclosure of the aggregate value of Recurrent Related Party Transactions conducted pursuant to the Mandate in a listed issuer's Annual Report, a listed issuer must provide a breakdown of the aggregate value of the Recurrent Related Party Transactions made during the financial year, amongst others, based on the following information:
 - (a) the type of the Recurrent Related Party Transactions made; and
 - (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the listed issuer.

Pursuant to Paragraph 10.02(I) of the Listing Requirements, the above Listing Requirements exclude transactions entered into between a listed issuer (or any of its wholly owned subsidiaries) and its wholly owned subsidiary.

Accordingly, the Board proposes to seek a shareholders' approval for the Proposed Mandates to enable Mynews Group to enter into the RRPTs as detailed in Section 2.4, provided that such RRPTs are made at arm's length, on Mynews Group's normal commercial terms and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of Mynews.

2.2 Validity Period

The authority to be conferred pursuant to the Proposed Mandates, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming 11th AGM and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (ii) 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
- (iii) it is revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

2.3 Principal Activities of Mynews Group

Mynews is principally engaged in investment holding activities. The principal activities of Mynews' subsidiaries are as follows:

Name of companies	Principal activities	Equity interest held (%)
<u>Direct subsidiaries of Mynews</u>		
MRetail	Retail and convenience store businesses	100
Mycu	Retail and convenience store businesses	100
MF	Investment holding	100
MKukuh	Dormant	100
MMaru	Café	100
<u>Sub-subsidiaries through MRetail</u>		
DKE	Research, development and commercialization of DKE point-of-sale and retail systems software; provision of implementation, maintenance and technical services relating to the retail business systems	100
MM	Provision of management services	100
<u>Sub-subsidiaries through MF</u>		
MK	Production, manufacturing and sale of prepared and ready-to-eat meals	51
MR	Production, manufacturing and sale of bakery products	51
<u>Jointly controlled entity through MRetail</u>		
WHS	Retailer of magazine and convenience items	50

It is envisaged that, in the ordinary course of Mynews Group's businesses, transactions of a revenue or trading nature between companies in Mynews Group and the Related Parties are likely to occur, which are necessary for its day-to-day operations.

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2.4 Classes and Nature of the RRPTs

The information on the classes and nature of the Recurrent Related Party Transactions covered under the Proposed Renewal of Existing Mandate are as tabulated below:

	Transacting entities within Mynews Group	Transacting Related Party	Nature of transactions	Interested Related Parties	#Estimated transaction value in relation to the existing mandate obtained at 2023 AGM (RM'000)	®Actual transaction value in relation to the existing mandate (from 2023 AGM to LPD) (RM'000)	^Estimated transaction value in relation to the Proposed Renewal of Existing Mandate (from 2024 AGM to 2025 AGM) (RM'000)
<u>Ordinary Resolution 7</u>							
(i)	MRetail and Mycu	Fruitty Candy Floss	Purchase of candy by Mynews Group from Fruitty Candy Floss to sell at MRetail and Mycu outlets	See Note (1) below	1,200	439	1200
(ii)	MRetail and Mycu	Fruitty Candy Floss	Advertising and promotion income received by MRetail and Mycu from Fruitty Candy Floss for annual sales rebate, product placement fees and store support	See Note (1) below	400	141	400

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	Transacting entities within Mynews Group	Transacting Related Party	Nature of transactions	Interested Related Parties	#Estimated transaction value in relation to the existing mandate obtained at 2023 AGM (RM'000)	@Actual transaction value in relation to the existing mandate (from 2023 AGM to LPD) (RM'000)	^Estimated transaction value in relation to the Proposed Renewal of Existing Mandate (from 2024 AGM to 2025 AGM) (RM'000)
<u>Ordinary Resolution 8</u>							
(iii)	MR	MIE	Purchase of bakery raw materials and bakery production equipment and machineries by MR from MIE	See Note (2) below	12,000	4,559	12,000
(iv)	MR	Ryoyu Baking Co. Ltd.	MR (Licensee) pays Ryoyu Baking Co. Ltd. (Licensor) a license fee of 0.2% for the bakery products sold to MRetail and Mycu outlets at an ex-factory price	See Note (3) below	100	26	100
(v)	MR	MRA	MR pays to MRA 1% of the shipped sales at factory price quarterly for technical guidance provided	See Note (4) below	250	158	500
(vi)	MR	MRA	MR to pay for the salary of General Manager for the technical support provided	See Note (4) below	350	200	400
(vii)	MK	GKA	MK to pay for the staff secondment of chef, factory manager & general manager from GKA	See Note (5) below	350	255	700
(viii)	MRetail	GKA	MRetail receives rental income from GKA for the rental of a small office in MRetail	See Note (6) below	13	10	13

The information on the classes and nature of the Recurrent Related Party Transactions covered under the Proposed New Mandate are as tabulated below:

	Transacting entities within Mynews Group	Transacting Related Party	Nature of transactions	Interested Related Parties	Estimated transaction value from LPD up to the date of 2024 AGM (26 March 2024) (RM'000)	Actual transaction value from last AGM up to LPD (from 2023 AGM to LPD) (RM'000)	[^] Estimated transaction value in relation to the Proposed New Mandate (from 2024 AGM to 2025 AGM) (RM'000)
Ordinary Resolution 9							
(ix)	MRetail	Continental Resources Sdn Bhd, a wholly owned subsidiary of C.I.Holdings Berhad	Purchase of edible oil by MRetail from Continental Resources Sdn Bhd to resell at MRetail outlets	See Note (7) below	400	410	10,000
(ix)	MRetail and Mycu	Media Prima Omnia Sdn Bhd, a wholly owned subsidiary of Media Prima Berhad	Provision of advertising services and/or media-related solutions by Media Prima	See Note (8) below	-	-	2,000

Notes:

- # **Estimated** value of the RRPTs as disclosed in the Circular to Shareholders dated 27 February 2023 and covered under the **existing** mandate procured at the 10th AGM on 30 March 2023.
- @ **Actual** value of the RRPTs that covered under the **existing** mandate (from 30 March 2023 up to LPD).
- ^ **Estimated** value of the RRPTs as disclosed in the Circular to Shareholders dated 23 February 2024 to be covered under the renewal of existing mandate and a **new** shareholders' mandate, if approved, which has a validity period from the forthcoming AGM 26 March 2024 to the next AGM in 2025. The said estimated value are based on the Management's estimation, subject to change. Relevant disclosures will be made in the Annual Report of the Company for the FYE 31 October 2023 pursuant to the Listing Requirements, if applicable.

- (1) The principal activity of Fruitty Candy Floss is trading of candy.

Interested Related Parties:

- DTG is the sole proprietor of Fruitty Candy Floss and a shareholder of the Company. DTG is a brother of DTH, DTL and DTW who are the Executive Directors and Major Shareholders of the Company, in turn, a Person Connected with DTH, DTL and DTW.
- D&D Consolidated Sdn Bhd is a Major Shareholder of the Company and a Person Connected with DTH, DTL, DTW and DTG.
- Red Orchid Sdn Bhd is a shareholder of the Company and a Person Connected with DTH, DTL, DTW and DTG.

- (2) The principal activity of MR is to produce bakery products for sale at MRetail and Mycu outlets.

The principal activity of MIE is a wholesaler of ingredients and a key supplier of baking equipment and machinery.

MR is owned by MRA (49%) and MF (51%), a wholly owned subsidiary of Mynews.

Interested Related Parties:

- MRA is a Major Shareholder of MR (49%).
- MIE is a Major Shareholder of MRA (20.5%), in turn, a Person Connected with MR.

- (3) The principal activity of Ryoyu Baking Co. Ltd. is a manufacturer of baking foods.

Interested Related Parties:

- MRA is a Major Shareholder of MR (49%).

- Ryoyu Baking Co. Ltd. is a Major Shareholder of MRA (20%), in turn, a Person Connected with MR.

(4) The principal activity of MRA is to provide consulting services in bakery and pastry industries.

Interested Related Party:

- MRA is a Major Shareholder of MR (49%).

(5) The principal activity of GKA is an investment holding company.

Interested Related Party:

- GKA is a Major Shareholder of MK (49%).

(6) Rental from GKA for a small office located at MRetail, Room 5, Lot No. 3, Jalan Teknologi 3/1, Taman Sains Selangor 1, Seksyen 3, JPU 5, Kota Damansara, 47801 Petaling Jaya, Selangor measuring 120 sq. ft. for a tenure of 1 year from 1 April 2023 to 31 March 2024 subject to annual renewal.

Interested Related Party:

- GKA is a Major Shareholder of MK (49%).

(7) Continental Resources Sdn. Bhd., a wholly owned subsidiary of C.I. Holdings Berhad ("C.I. Group") is principally involved in selling, manufacturing and packing of edible oils.

JAG Capital Holdings Sdn. Bhd. ("JAG") is an investment holding company.

Interested Related Parties:

- JAG is a Major Shareholder of Mynews (13.85%) and C.I. Group (32.96%).
- Datuk Seri Johari bin Abdul Ghani is deemed interested by virtue of his substantial shareholding in Mynews and JAG.

(8) Media Prima Omnia Sdn. Bhd., a wholly owned subsidiary of Media Prima Berhad ("Media Prima") is principally involved in contracting and marketing of advertisements.

Interested Related Parties:

- JAG is a Major Shareholder of Mynews (13.85%) and Media Prima (25%).
- Datuk Seri Johari bin Abdul Ghani is deemed interested by virtue of his substantial shareholding in Mynews and JAG.

2.5 Amount Due and Owing to Mynews by Related Parties

As at LPD, there is no amount due or owing to Mynews by its Related Parties which exceeded the credit term. As such, the disclosure as required under Paragraphs 16A and 16B in Annexure PN12-A of the Listing Requirements is not applicable.

2.6 Review Procedures for the RRPTs

Mynews has in place the following internal control procedures to ensure that transactions with Related Parties are undertaken on transaction prices and terms which are not more favourable to the Related Parties than those generally available to the public; conducted at arm's length basis; based on normal commercial terms consistent with Mynews Group's usual business practices; and not detrimental to the interests of our minority shareholders:

- (i) The pricing of transactions with a Related Party will take into account the pricing, prevailing market prices, quality of products, level of service provided, amenities offered and other related factors. The final pricing of transactions with a Related Party shall not be at terms more favourable to the Related Party than the prevailing market practices.
- (ii) All transactions entered/to be entered into pursuant to the Proposed Mandates have been/will be tabled to the AC on a quarterly basis for its review, where the AC, if deemed fit, may request for additional information pertaining to the transactions from the independent sources.
- (iii) Records will be maintained by the Group to capture all RRPTs entered into pursuant to the Proposed Mandates to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to.
- (iv) Where any of the Directors of the Company has an interest (whether direct or indirect) in any particular RRPT, such Director(s) shall abstain from all deliberations and voting on that matter in the Board's deliberations of such transaction. Where any member of the AC is interested in any particular RRPT, that member shall abstain from deliberations and voting on any matter relating to any decisions to be taken by the AC with respect to such transaction.
- (v) Immediate announcement will be made when the actual value exceeds the estimated value, by 10% or more, of the RRPTs covered under the Proposed Mandates as disclosed in this Circular.
- (vi) Disclosure will be made in the Annual Report of the Company of the breakdown of the aggregate value of transactions conducted pursuant to the Proposed Mandates, in accordance with the contents required as per Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements.
- (vii) At least 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. In the event that quotation or comparative pricing from unrelated third parties could not be obtained, the transaction prices will be determined by Mynews Group based on usual business practice and on terms which are generally in line with industries norms to ensure that the RRPTs are not detrimental to the interest of Mynews Group.

- (viii) All RRPTs of Mynews Group shall be presented to the AC for review. If deemed appropriate, the AC may recommend such RRPTs to the Board for endorsement, ultimately seeking shareholders' approval.

2.7 Statement by the Audit Committee

The AC has reviewed the procedures set out in Section 2.6 above in this Circular and is of the view that the review procedures for RRPTs are sufficient to ensure that the RRPTs of the Group will be entered into at arm's length and in accordance with Mynews Group's normal commercial terms; on transaction prices and terms which are not more favourable to the Related Parties than those generally available to the public; and will not be detrimental to minority shareholders' interest.

The AC is satisfied that Mynews Group has in place adequate procedures and processes to monitor, track and identify the RRPTs in a timely and orderly manner, and the review of these procedures and processes will be conducted on an annual basis.

2.8 Guidelines on Thresholds of Authority

The threshold for approval of RRPTs within Mynews Group will be reviewed and endorsed by AC on a yearly basis, guided by the Company's Delegation of Authority Policy and subject to the provisions in the Listing Requirements and/or any prevailing laws in force, as the case may be.

All RRPTs are subject to the same authority limit threshold established by Mynews Group for its other business transactions where transactions of different nature and value are subject to approval by the appropriate level of authority as determined by senior management and/or the Board. Where a Director has an interest (direct or indirect) in an RRPT, such Director shall abstain from deliberating over such transaction. In addition, the AC and the Board shall review and approve all aspects of the RRPT where the consideration, value of the assets, capital outlay or costs thereof, equal or exceed RM1,000,000, and ensure that they are conducted at arm's length basis.

2.9 Rationale and Benefits

The RRPTs of Mynews Group that are set out in Section 2.4 of this Circular are all in the ordinary course of business and intended to meet the business needs of Mynews Group on the best possible terms and represent sound business decisions which are taken for legitimate and bona fide business purposes. Such RRPTs will enhance Mynews Group's ability to explore beneficial business opportunities.

The Proposed Mandates, if approved by the shareholders, will eliminate the need to make announcements to Bursa Securities or to convene separate general meetings to seek shareholders' approval as and when RRPTs with the specified classes of Related Parties arise. This will reduce substantially expenses associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow manpower resources and time to be focused on attaining Mynews Group's corporate objectives and business opportunities.

The Proposed Mandates are intended to facilitate RRPTs entered into in the ordinary course of business of Mynews Group which are transacted from time to time with the Related Parties at arm's length; on Mynews Group's normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and not detrimental to the interest of the minority shareholders of the Company.

3. EFFECTS OF THE PROPOSED MANDATES

The Proposed Mandates do not have any effect on Mynews' issued and paid-up share capital and our major shareholders' shareholding in Mynews. The Proposed Mandates are not expected to have any material effect on the earnings per share, net assets per share and gearing of the Group.

Certain RRPTs are of a revenue or trading nature in the Group's day-to-day operations may contribute positively to the financial performance of the Group.

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

Save as disclosed in this Circular and below, none of the other Directors or Major Shareholders of Mynews and/or Persons Connected with them has any interest, direct or indirect, in the Proposed Mandates:

Interested Directors/ Major Shareholders/ Persons Connected	Shares held in Mynews as at LPD			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Directors of Mynews				
DTL	-	-	402,120,800 ⁽¹⁾	53.59%
DTW	-	-	402,120,800 ⁽¹⁾	53.59%
DTH	3,753,900	0.5%	398,366,900 ⁽²⁾	53.09%
Major Shareholders of Mynews				
DTL	-	-	402,120,800 ⁽¹⁾	53.59%
DTW	-	-	402,120,800 ⁽¹⁾	53.59%
DTH	3,753,900	0.50%	398,366,900 ⁽²⁾	53.09%
D&D Consolidated Sdn Bhd	394,645,700	52.59%	-	-
JAG Capital Holdings Sdn Bhd	103,940,000	13.85%	-	-
Persons Connected				
DTG	9,178,000	1.22	-	-
DTK	22,669,900	3.02	-	-
Red Orchid Sdn Bhd	3,721,200	0.50	-	-
MIE	-	-	-	-
Ryoyu Baking Co. Ltd.	-	-	-	-
Major Shareholders of Mynews' subsidiaries				
MRA	-	-	-	-
GKA	-	-	-	-

Notes:

- (1) Deemed interested through D&D Consolidated Sdn Bhd, Red Orchid Sdn Bhd and DTH pursuant to Section 8(4) of the Act.
- (2) Deemed interested through D&D Consolidated Sdn Bhd and Red Orchid Sdn Bhd pursuant to Section 8(4) of the Act.

The interested Directors of Mynews have abstained and/or will continue to abstain from all Board deliberations and voting, at the Board Meetings, in relation to the RRPTs set out in Section 2.4 of this Circular.

The interested Directors, Major Shareholders and/or Persons Connected, which have any interest, direct or indirect, in the Proposed Mandates will abstain from voting in respect of their direct and/or indirect shareholdings at the forthcoming 11th AGM on the relevant resolutions.

In addition, the interested Directors and Major Shareholders have undertaken to ensure that Persons Connected with to them will abstain from voting in respect of their direct and/or indirect shareholdings at the forthcoming 11th AGM, deliberating or approving the relevant resolutions.

5. APPROVALS REQUIRED

The Proposed Mandates are subject to the approval of the shareholders of Mynews at the forthcoming 11th AGM to be convened.

6. DIRECTORS' RECOMMENDATION

The Board (save for the aforesaid interested Directors) having considered all respects of the Proposed Mandates, is of the opinion that it is in the best interest of the Company and recommends that the shareholders of Mynews to vote in favour of the ordinary resolutions, in respect of the Proposed Mandates, at the 11th forthcoming AGM.

Yours faithfully,

For and on behalf of the Board of Directors
MYNEWS HOLDINGS BERHAD

SOON DEE HWEE
Senior Independent Director

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APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by the Directors of Mynews and they individually and collectively 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 other facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL LITIGATION

As at the LPD, Mynews Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and to the best of the Board's knowledge and belief, the Board is not aware of any proceedings, pending or threatened against the Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Group.

3. MATERIAL CONTRACTS

As at the LPD, the Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the 2 years immediately prior to the date of the Circular.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of Mynews at Lot No. 3, Jalan Teknologi 3/1, Taman Sains Selangor 1, Seksyen 3, PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia, during normal business hours on any working days from the date of this Circular to the date of 11th AGM:

- (i) Constitution of Mynews; and
- (ii) Audited Consolidated Financial Statements of Mynews for the past 2 financial years ended 31 October 2022 and 31 October 2023.

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APPENDIX II – EXTRACT OF NOTICE OF 11TH AGM

PROPOSED RENEWAL OF EXISTING MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET OUT IN SECTIONS 2.4 (i) AND 2.4 (ii) OF THE CIRCULAR TO SHAREHOLDERS DATED 23 FEBRUARY 2024	Ordinary Resolution 7
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“THAT, subject to the provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Mynews Holdings Berhad and its subsidiaries (“Mynews Group”) to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Sections 2.4 (i) and 2.4 (ii) of the Circular to Shareholders dated 23 February 2024 (“Proposed Renewal of Existing Mandate”) which are necessary for its day-to-day operations, to be entered into by Mynews Group on the basis that these transactions are entered into on transaction prices and terms which are not more favourable to the Related Parties than generally available to the public and are not detrimental to the interest of minority shareholders of the Company.

THAT the Proposed Renewal of Existing Mandate is subject to an annual renewal, AND THAT any authority conferred by the Proposed Renewal Existing Mandate, shall only continue to be in force until:

- (i) the conclusion of the next annual general meeting (“AGM”) of the Company following the general meeting at which the Proposed Renewal of Existing Mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the 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
- (iii) it is revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

AND FURTHER THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Existing Mandate.”

PROPOSED RENEWAL OF EXISTING MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET OUT IN SECTIONS 2.4 (iii) TO 2.4 (viii) OF THE CIRCULAR TO SHAREHOLDERS DATED 23 FEBRUARY 2024	Ordinary Resolution 8
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“THAT, subject to the provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Mynews Holdings Berhad and its subsidiaries (“Mynews Group”) to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Sections 2.4 (iii) to 2.4 (viii) of the Circular to Shareholders dated 23 February 2024 (“Proposed Renewal of Existing Mandate”) which are necessary for its day-to-day operations, to be entered into by Mynews Group on the basis that these transactions are entered into on transaction prices and terms which are not more favourable to the Related Parties than generally available to the public and are not detrimental to the interest of minority shareholders of the Company.

THAT the Proposed Renewal of Existing Mandate is subject to an annual renewal, AND THAT any authority conferred by the Proposed Renewal of Existing Mandate, shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the Proposed Renewal of Existing Mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the 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
- (iii) it is revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

AND FURTHER THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Existing Mandate.”

APPENDIX II – EXTRACT OF NOTICE OF 11TH AGM (continued)

PROPOSED NEW MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET OUT IN SECTIONS 2.4 (ix) TO 2.4 (x) OF THE CIRCULAR TO SHAREHOLDERS DATED 23 FEBRUARY 2024	Ordinary Resolution 9
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“THAT, subject to the provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Mynews Holdings Berhad and its subsidiaries (“Mynews Group”) to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Sections 2.4 (ix) to 2.4 (x) of the Circular to Shareholders dated 23 February 2024 (“Proposed New Mandate”) which are necessary for its day-to-day operations, to be entered into by Mynews Group on the basis that these transactions are entered into on transaction prices and terms which are not more favourable to the Related Parties than generally available to the public and are not detrimental to the interest of minority shareholders of the Company.

THAT the Proposed New Mandate is subject to an annual renewal, AND THAT any authority conferred by the Proposed New Mandate, shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the Proposed New Mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the 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
- (iii) it is revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

AND FURTHER THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed New Mandate.”