

THIS CIRCULAR 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 takes no responsibility for the contents of this Circular and 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.

Shareholders of Pos Malaysia should rely on their own evaluation to assess the merits and risks of the Proposed New Shareholders' Mandate.



POS MALAYSIA BERHAD

Registration No.: 199101019653 (229990-M)
(Incorporated in Malaysia)

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

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The resolution in respect of the abovementioned proposal will be tabled at the Extraordinary General Meeting ("EGM") of Pos Malaysia, which will be held at Pos Malaysia, Dewan Sri Pos, Level 3, Dayabumi Complex, 50670 Kuala Lumpur, Malaysia on Friday, 11 July 2025 at 10.00 a.m or any adjournment thereof. The Notice of the EGM together with the Proxy Form, are enclosed in this Circular.

A member is entitled to appoint more than one proxy, however, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.

Please complete the Proxy Form in accordance with the instructions as set out in the Administrative Guide for the EGM of the Company which are available at our Company's website at <https://www.pos.com.my/investor-relations/extraordinary-general-meeting>. The completed Proxy Form should be deposited or submitted either in hard copy form at the Share Registrar's Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by fax to +603-7890 4670 or online via Boardroom Smart Investor Portal or via email at bsr.helpdesk@boardroomlimited.com. The lodging of the Proxy Form will not preclude you from attending and voting at the EGM, should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Wednesday, 9 July 2025 at 10.00 a.m

Date and time of the EGM : **Friday, 11 July 2025 at 10.00 a.m**

This Circular is dated 26 June 2025

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular (definitions denoting the singular number shall also include the plural number and vice versa and references to gender include both genders and the neuter where applicable):

“AGM”	Annual General Meeting
“Altel”	Altel Group Sdn Bhd
“Altel Group”	Altel and its group of companies
“Board” or “Director”	Board of Directors of Pos Malaysia and Director shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and include any person who is or was within the preceding six 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 Malaysia”	Bursa Malaysia Securities Berhad
“BERNAS”	Padiberas Nasional Berhad
“BERNAS Group”	BERNAS and its group of companies
“CA 2016”	Malaysian Companies Act 2016 as amended from time to time and any re-enactment thereof
“Circular”	This Circular dated 26 June 2025
“Constitution”	The Constitution of the Company
“DSA 1997”	Malaysian Digital Signature Act 1997 as amended from time to time and any re-enactment thereof
“DRB-HICOM”	DRB-HICOM Berhad, the holding company of Pos Malaysia
“DRB-HICOM Group”	DRB-HICOM and its group of companies
“EGM”	Extraordinary General Meeting
“LPD”	30 May 2025, being the Latest Practicable Date prior to the date of this Circular
“Major Shareholder”	<p>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, are:</p> <p>(a) 10% or more of the total number of the voting shares in the corporation; or</p> <p>(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation</p> <p>For the purposes of this definition, “interest in shares” shall have the meaning given in Section 8 of the CA 2016. The Major Shareholder shall also include any person who is and was within the preceding six 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</p>
“Malakoff”	Malakoff Corporation Berhad
“Malakoff Group”	Malakoff and its group of companies
“Media Prima”	Media Prima Berhad

“Media Prima Group”	Media Prima and its group of companies
“MMC”	MMC Corporation Berhad
“MMC Group”	MMC and its group of companies
“MMLR”	Main Market Listing Requirements of Bursa Malaysia and any amendment made thereto from time to time and any Practice Notes issued in relation thereto
“Person Connected”	<p>In relation to any person (referred 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
“Pos Aviation Group”	Pos Aviation Sdn Bhd and its group of companies
“Pos Logistics Group”	Pos Logistics Berhad and its group of companies
“Pos Malaysia” or “the Company”	Pos Malaysia Berhad
“Pos Malaysia Group” or “the Group”	Pos Malaysia and its group of companies
“Proposed Mandate Period”	<p>The period commencing immediately upon the passing of the ordinary resolution for the Proposed New Shareholders’ Mandate at the forthcoming EGM of the Company on 11 July 2025 and ending at:</p> <ul style="list-style-type: none"> (a) the conclusion of the next AGM of the Company (following the general meeting at which the Proposed New Shareholders’ Mandate is passed), at which time it 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 CA 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or (c) revocation or variation of the Proposed New Shareholders’ Mandate by a resolution passed by the shareholders of the Company at a general meeting; <p>whichever is the earlier.</p>

“Proposed New Shareholders’ Mandate”	Proposed new shareholders’ mandate for the RRPTs of a Revenue or Trading Nature to be entered into of a Revenue or Trading Nature to be entered into during the Proposed Mandate Period.
“PSA 2012”	Malaysian Postal Services Act 2012 as amended from time to time and any re-enactment thereof
“Puncak Semangat Group”	Puncak Semangat and its group of companies
“Recurrent Related Party Transactions” or “RRPTs”	All such recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the relevant companies in Pos Malaysia Group, to be entered into by Pos Malaysia 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, undertaken on an arm’s length basis and are not detrimental to 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 MMLR
“RM”	Ringgit Malaysia
“Share(s)”	Ordinary share(s) in Pos Malaysia
“TGM”	Tradewinds Group (M) Sdn Bhd
“TWM”	Tradewinds (M) Berhad
“TGM Group”	Tradewinds Group (M) Sdn Bhd and its group of companies
“Tradewinds”	Tradewinds Corporation Berhad
“Tradewinds Group”	Tradewinds Corporation and its group of companies
“TSSM”	Tan Sri Dato’ Seri Syed Mokhtar Shah bin Syed Nor, an indirect Major Shareholder of the Company

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POS MALAYSIA BERHAD

Registration No: 199101019653 (229990-M) (Incorporated in Malaysia)

Registered Office:
Tingkat 8, Ibu Pejabat Pos
Kompleks Dayabumi
50670 Kuala Lumpur

26 June 2025

Board of Directors:

Tan Sri Syed Faisal Albar bin Syed A.R Albar (*Chairman/Non-Independent Non-Executive Director*)
Dato' Dr. Mohd Ali bin Mohamad Nor (*Independent Non-Executive Director*)
Dato' Jezilee bin Mohamad Ramli (*Non-Independent Non-Executive Director*)
Dato' Mohamed Sharil bin Mohamed Tarmizi (*Independent Non-Executive Director*)
Roshidah binti Abdullah (*Independent Non-Executive Director*)
Sabarina Laila binti Mohd Hashim (*Non-Independent Non-Executive Director*)
Mohd Fariszan bin Ahmad (*Non-Independent Non-Executive Director*)
Datuk Mohamad Fauzi bin Md Isa (*Non-Independent Non-Executive Director*)
Mano A/L Verabathran (*Alternate Director to Datuk Mohamad Fauzi bin Md Isa*)

To: The Shareholders of Pos Malaysia

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the 32nd AGM of the Company held on 24 May 2024, the Company obtained the renewal of the shareholders' mandate for the existing RRPTs and new shareholders' mandate for additional RRPTs from its shareholders, allowing for Pos Malaysia Group to enter into RRPTs as disclosed in the preceding year's Circular to Shareholders dated 25 April 2024 ("Shareholders' Mandate").

The Shareholders' Mandate has expired at the 33rd AGM of the Company held on Monday, 26 May 2025 as the Resolution 8 relating to the Proposed Renewal of Shareholders' Mandate for Existing RRPTs of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional RRPTs of a Revenue or Trading Nature as stated in the Notice of 33rd AGM was not carried.

The RRPTs are necessary for the day-to-day operations and in the ordinary course of business of Pos Malaysia Group, which will create business opportunities and revenue as well as beneficial to the business of the Group. The rationale and benefits of which are set out in Section 2.4 of this Circular.

In this regard, the Company is proposing to seek the approval of its shareholders for the Proposed New Shareholders' Mandate for Pos Malaysia Group to enter into the RRPTs at the forthcoming EGM of the Company.

The purpose of this Circular is to provide you with the details of the Proposed New Shareholders' Mandate and to seek your approval for the ordinary resolution in respect thereof which will be tabled at the forthcoming EGM of the Company. The Notice of the EGM together with the Proxy Form are enclosed in this Circular.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS AND APPENDIX OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE

2. DETAILS OF THE PROPOSAL

2.1 Proposed New Shareholders' Mandate

In compliance with Paragraph 10.09(2) of the MMLR, the Company proposes to seek its shareholders' approval for the Proposed New Shareholders' Mandate which will apply to the RRPTs as set out in Section 2.2.3. The RRPTs are of a revenue or trading nature which are necessary for the day-to-day operations of Pos Malaysia Group subject to the following:

- a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public; and
- b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the MMLR.

The Proposed New Shareholders' Mandate if approved by shareholders at the forthcoming EGM of the Company, will be subject to annual renewal. In this respect, any authority conferred following the Proposed New Shareholders' Mandate shall only continue to be in force until:

- a) the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting; or
- b) 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 CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever is the earlier.

The Proposed New Shareholders' Mandate shall apply in respect of all RRPTs to be entered into by Pos Malaysia Group during the Proposed Mandate Period. Thereafter, approval from the shareholders for a renewal of the mandate may be sought at the subsequent AGM of Pos Malaysia.

When the aggregated actual value of the RRPTs entered into with the Related Parties within the same related party group exceeds the aggregated estimated value of such RRPTs as disclosed in this Circular by 10% or more, the Company will make an immediate announcement, which will include the information as may be prescribed, to Bursa Malaysia.

2.2 Details of the Proposed New Shareholders' Mandate

2.2.1 Principal Activities of Pos Malaysia Group

The principal activities of the Company are to provide postal and its related services which include receiving and dispatching of postal articles, postal financial services, dealing in philatelic products and sale of postages stamps.

The principal activities of the subsidiary companies are as follows:

Subsidiary Companies	Country of Incorporation	Effective Interest (%)	Principal Activities
Aman Freight (Malaysia) Sdn Bhd	Malaysia	100	Dormant
Datapos (M) Sdn Bhd ("Datapos")	Malaysia	100	Printing and insertion of documents for mailing
Diperdana Kontena Sdn Bhd	Malaysia	100	Property Investment
Effivation Sdn Bhd	Malaysia	100	Property Investment
K.P.B. Sadao I.C.D. Company Limited	Thailand	49	Dormant
Kaypi Southern Terminal Sdn Bhd	Malaysia	100	Property Investment
Konsortium Logistik (Sabah) Sdn Bhd	Malaysia	100	Forwarding and related services
Konsortium Logistik (Sarawak) Sdn Bhd	Malaysia	100	Dormant
KP Asia Auto Logistics Sdn Bhd	Malaysia	100	Warehousing, inventory solutions, forwarding, shipping and transport agent
KP Distribution Services Sdn Bhd	Malaysia	100	Dormant
Malaysian Shipping Agencies Sdn Bhd	Malaysia	100	Shipping agency services, freight forwarding and other related services
PMB Properties Sdn Bhd	Malaysia	100	Property Investment
PNSL Berhad	Malaysia	100	Shipping agency and chartering services
PNSL Risk Management Sdn Bhd	Malaysia	100	Dormant
Pos Ar-Rahnu Sdn Bhd ("Pos Ar-Rahnu")	Malaysia	100	Ar-Rahnu (Islamic pawn broking)
Pos Aviation Engineering Services Sdn Bhd	Malaysia	51	Provision of aircraft maintenance and engineering services
Pos Aviation Sdn Bhd ("Pos Aviation")	Malaysia	100	Provision of airport related ground handling, in-flight catering, cargo handling, warehousing space and supply chain management including custom forwarding agent services

Subsidiary Companies	Country of Incorporation	Effective Interest (%)	Principal Activities
Pos Digicert Sdn Bhd (“Pos Digicert”)	Malaysia	100	Licensed digital certification authority
Pos Logistics Berhad (“Pos Logistics”)	Malaysia	100	Provision of total logistics services and inventory solution
Pos Malaysia & Services Holdings Berhad	Malaysia	100	Investment holding and provision of management services
Poslaju (M) Sdn Bhd	Malaysia	100	Dormant
Prestige Future Sdn Bhd	Malaysia	100	Consultant and agent marketing services
Prima Pegun Sdn Bhd	Malaysia	100	Dormant
Pos Shop Sdn Bhd	Malaysia	100	Retail business
PSH Express Sdn Bhd	Malaysia	100	Air courier services and fulfilment business
PSH Properties Sdn Bhd	Malaysia	100	Property investment
Posmen Sdn Bhd	Malaysia	100	Investment holding
Real Riviera Sdn Bhd	Malaysia	100	Property investment
Westport Distripark (M) Sdn Bhd	Malaysia	100	Business of a distribution park

2.2.2 Class of Related Parties

The Proposed New Shareholders’ Mandate will apply to transactions to be entered into by Pos Malaysia Group which involve the interest, direct or indirect, of Related Parties.

Details of the Related Parties are as follows:

Transacting Related Party	Principal Activities	Nature of Relationship
DRB-HICOM Group:		
DRB-HICOM	Investment holding company with investments in the automotive, aerospace and defence, postal, banking, services and properties segments	A Major Shareholder holding 22.10% direct interest and 31.39% indirect interest through HICOM Holdings Berhad (“HICOM Holdings”) in Pos Malaysia
Automotive Corporation (Malaysia) Sdn Bhd (“Automotive Corporation”)	Dealers of motor vehicles related spare parts, accessories and related services	A 100%-owned subsidiary of Automotive Corporation Holdings Sdn Bhd, effectively a wholly-owned subsidiary of DRB-HICOM
Bank Muamalat Malaysia Berhad (“BMMB”)	Islamic banking business and related financial services	A 70%-owned subsidiary of DRB-HICOM
DRB-HICOM Auto Solutions Sdn Bhd (“DHAS”)	Vehicle importation, logistics, vehicle pre-delivery inspection with value added services and the services of contractual vehicles	A 100%-owned subsidiary of DRB-HICOM

Transacting Related Party	Principal Activities	Nature of Relationship
DRB-HICOM Commercial Vehicles Sdn Bhd (“DHCV”)	Sale of motor vehicles and related spare parts and accessories	A 100%-owned subsidiary of USF-HICOM Holdings Sdn Bhd, effectively a wholly-owned subsidiary of DRB-HICOM
DRB-HICOM EZ-Drive Sdn Bhd (“DHZD”)	Provision of car rental, leasing of passenger and commercial vehicles	A 100%-owned subsidiary of Edaran Otomobil Nasional Berhad (“EON”), effectively a wholly-owned subsidiary of DRB-HICOM
DRB-HICOM Leasing Sdn Bhd (“DRB-HICOM Leasing”)	Provision of leasing of passenger and commercial vehicles	A 100%-owned subsidiary of DHZD, effectively a wholly-owned subsidiary of DRB-HICOM
Edaran Modenas Sdn Bhd (“Edaran Modenas”)	Distribution of motorcycles and related spare parts and accessories and the servicing of motorcycles	A 100%-owned subsidiary of Motosikal Dan Enjin Nasional Sdn Bhd (“MODENAS”), effectively a 70%-jointly controlled entity of DRB-HICOM
EON	Investment holding, retailer of motor vehicles and related parts and servicing of motor vehicles	A 100%-owned subsidiary of HICOM Holdings, effectively a wholly-owned subsidiary of DRB-HICOM
Glenmarie Properties Sdn Bhd (“Glenmarie Properties”)	Investment holding and provision of management services	A 100%-owned subsidiary of HICOM Berhad, effectively a wholly-owned subsidiary of DRB-HICOM
HICOM Automotive Manufacturers (Malaysia) Sdn Bhd (“HICOM Automotive”)	Manufacturing and assembly of motor vehicles and other road transport vehicles	A 100%-owned subsidiary of HICOM Engineering Sdn Bhd, effectively a wholly-owned subsidiary of DRB-HICOM
HICOM Hartanah Sdn Bhd (“HICOM Hartanah”)	Investment and management of properties	A 100%-owned subsidiary of HICOM Berhad, effectively a wholly-owned subsidiary of DRB-HICOM
HICOM HBPO Sdn Bhd (“HICOM HBPO”)	Assembly, manufacturing and sale of front end modules and related components	An associate company of HICOM Holdings
HICOM Holdings	Investment holding	A 100%-owned subsidiary of DRB-HICOM
HICOM-Teck See Manufacturing Malaysia Sdn Bhd (“HICOM-Teck See”)	Manufacture and sale of thermoplastic and thermosetting products	A 51%-owned subsidiary of HICOM Engineering Sdn Bhd, effectively a 51%-owned subsidiary of DRB-HICOM
HICOM University College Sdn Bhd (“HUC”)	Provision of higher educational and vocational training programme	A 100%-owned subsidiary of DRB-HICOM
HICOM-YAMAHA Manufacturing Sdn Bhd (“HICOM YAMAHA”)	Manufacturing and assembly of motorcycle engines and parts	A 45%-joint venture of HICOM Engineering Sdn Bhd, effectively a 45%-joint venture of DRB-HICOM

Transacting Related Party	Principal Activities	Nature of Relationship
Honda Malaysia Sdn Bhd (“Honda Malaysia”)	Investment holding, assembly, manufacturing and sale of motor vehicles, accessories and components, trading of imported motor vehicles and related spare parts	An associate company of DRB-HICOM
ISUZU Malaysia Sdn Bhd (“ISUZU Malaysia”)	Importation, assembly and distribution of motor vehicles, components and parts	A jointly controlled entity of DRB-HICOM
ISUZU Service Center Sdn Bhd (“ISUZU Service Center”)	Provision of after sales services, sale of spare parts and automobile workshop	A jointly controlled entity of DRB-HICOM
Proton Edar Sdn Bhd (“Proton Edar”)	Sale of motor vehicles, related spare parts and accessories	A 100%-owned subsidiary of Proton Marketing Sdn Bhd (“Proton Marketing”), effectively a 50.1%-owned subsidiary of DRB-HICOM
PUSPAKOM Sdn Bhd (“PUSPAKOM”)	Inspection of commercial vehicles for roadworthiness and the inspection of other vehicles	A 100%-owned subsidiary of DRB-HICOM
MMC Group:		
MMC	Undertakes mining and mineral exploration activities and also derives income from its investments. The subsidiaries of MMC are principally involved in engineering, infrastructure and utilities	A 100%-owned subsidiary of Seaport Terminal (Johore) Sdn Bhd, which in turn is wholly-owned by Indra Cita Sdn Bhd, a company in which TSSM is an indirect Major Shareholder
Gas Malaysia Berhad (“GMB”)	The provision of management services and investment holding. The subsidiaries of GMB are principally involved in selling, marketing and promotion of natural gas to the industrial, commercial and residential sectors as well as construct and operate the Natural Gas Distribution System in Peninsular Malaysia	A 30.9%-owned associate company of MMC
Zelan Berhad (“Zelan”)	Investment holding	An investment company of MMC, a company in which TSSM is an indirect Major Shareholders
Malakoff	Investment holding	A 38.45%-owned associate company of MMC
Malakoff Power Berhad	Operation and maintenance of power plants	A 100%-owned subsidiary of Malakoff
Alam Flora Sdn Bhd (“Alam Flora”)	Provision of integrated solid waste collection and public cleansing management services	A 97.37%-owned subsidiary of Tunas Pancar Sdn Bhd, effectively a wholly-owned subsidiary of Malakoff

Transacting Related Party	Principal Activities	Nature of Relationship
Alam Flora Environmental Solutions Sdn Bhd (“AFES”)	Provision of integrated solid waste management services, recycling and integrated facility management services	A 100%-owned subsidiary of Alam Flora, effectively 97.37%-owned subsidiary of Malakoff
TGM Group:		
TGM	Investment holding	A company in which TSSM is an indirect Major Shareholder
Tradewinds	Investment holding, provision of management services, commercial property investment and property development	A 100%-owned subsidiary of TGM, a company in which TSSM is an indirect Major Shareholder
Avon Cosmetics (Malaysia) Sendirian Berhad (“Avon Cosmetics”)	Sale of cosmetic products, fashion wear, health care supplements and household products	A 30%-owned associate company of Tradewinds
BERNAS	Procuring, collecting, processing, importing, exporting, purchasing, storing, packaging, distribution of rice, paddy and other grains, which include activities such as seed production, paddy farming, paddy procurement, paddy processing, rice processing and rice storage, distribution and marketing of rice, research and development of paddy seeds, rice and related products and investment holding	A 100%-owned subsidiary of TGM, a company in which TSSM is an indirect Major Shareholder
Era Bayam Kota Sdn Bhd (“Era Bayam Kota”)	Trader, distributor, supplier and transportation agent for rice, flour, cooking oil, sugars, water, condensed milk, evaporated milk and other consumer products	A 100%-owned subsidiary of Jasmine Food, which in turn is a 100%-owned subsidiary of TWM, a company in which TSSM is an indirect Major Shareholder
Gardenia Bakeries (KL) Sdn Bhd (“Gardenia”)	Manufacture of bakery products	A 50%-joint venture of BERNAS, which in turn is a 100%-owned subsidiary of TGM, a company in which TSSM is an indirect Major Shareholder
Jasmine Food Corporation Sdn Bhd (“Jasmine Food”)	Trader, distributor, supplier and transportation agent for rice, flour, cooking oil, sugars, water, condensed milk, evaporated milk and other consumer products	A 100%-owned subsidiary of TWM, which in turn is a 100%-owned subsidiary of TGM, a company in which TSSM is an indirect Major Shareholder
YHL Trading (KL) Sdn Bhd (“YHL Trading”)	Trader, distributor and supplier of rice	A 100%-owned subsidiary of YHL Holding Sdn Bhd, which in turn is a 33%-owned associate of TWM. TWM is 100%-owned subsidiary of TGM, a company in which TSSM is an indirect Major Shareholder

Transacting Related Party	Principal Activities	Nature of Relationship
Puncak Semangat Group:		
Big Dataworks Sdn Bhd (“Big Dataworks”)	Design, develop and operate the Web Portal Services that provide a direct electronic access point to Suruhanjaya Syarikat Malaysia’s registry database, providing document storage and management services	A company ultimately owned by Puncak Semangat, a company in which 70% is owned by a Person Connected to TSSM
Commerce Dot Com Sdn Bhd (“Commerce Dot Com”)	Design, implement and operate the electronic procurement services (“E-Perolehan”) for the Government of Malaysia	A 81%-owned subsidiary of Puncak Semangat, a company in which 70% is owned by a Person Connected to TSSM
Media Prima Group:		
Media Prima Berhad (“Media Prima”)	Investment holding and the provision of management services to its subsidiaries	A company in which TSSM is an indirect Major Shareholder
WOWSHOP Sdn Bhd	Home shopping network	A 100%-owned subsidiary of Media Prima, a company in which TSSM is an indirect Major Shareholder
Other companies related to TSSM:		
Albukhary International University (“AIU”)	Provision of higher learning education	A company in which TSSM is an indirect Major Shareholder
Altel	Investment holding	Altel is a 100%-owned subsidiary of Sutera Bakti Sdn Bhd (“Sutera Bakti”), a company which TSSM is an indirect Major Shareholder
Bangi Heights Development Sdn Bhd (“Bangi Heights”)	Property investment and property development	Deemed interested by virtue of TSSM’s interest in Seleksi Juang Sdn Bhd pursuant to Section 8 of the CA 2016
Horsedale Development Berhad	Property Development, management of a golf resort and a hotel	A company in which TSSM is an indirect Major Shareholder
Hicom-Gamuda Development Sdn Bhd	Housing, Property Development and renting of properties	A company in which TSSM is an indirect Major Shareholder
Kelana Ventures Sdn Bhd	Investment holding and property development	TSSM is a direct Major Shareholder
MARDEC Industrial Latex (“MARDEC”)	Processing of natural rubber latex, manufacture of pre-vulcanised rubber latex and the processing of processed aid rubbers	A 100%-owned subsidiary of MARDEC Berhad, a company in which TSSM is an indirect Major Shareholder
MPH Bookstores Sdn Bhd (“MPH Bookstores”)	Retailing of books, magazines, stationeries, gifts, lifestyle products, toys and games and related products	A 100%-owned subsidiary of MPH Group (M) Sdn Bhd, a company in which TSSM is an indirect Major Shareholder
Percetakan Nasional Malaysia Berhad (“Percetakan Nasional”)	Printing of forms, documents, security cards and books for the Government agencies and the commercial sector	A 100%-owned subsidiary of Sutera Bakti, a company in which TSSM is an indirect Major Shareholder

Transacting Related Party	Principal Activities	Nature of Relationship
Souq Realty Sdn Bhd (“Souq Realty”)	Provision of management, maintenance services and to receive rental income and fund in furtherance and promotion of charitable activities.	A company in which TSSM is an indirect Major Shareholder
TMR Media Sdn Bhd (“TMR Media”)	Publication of weekly financial newspaper	A 100%-owned subsidiary of Seri Transformasi Sdn Bhd, a company in which TSSM is an indirect Major Shareholder

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

2.2.3 Nature and Terms of the RRPTs

The RRPTs as set out below, are transactions to be entered into by Pos Malaysia Group relating to the provision or obtaining of products and/or services of a revenue or trading nature, which are necessary for the day-to-day operations in the ordinary course of business of Pos Malaysia Group, to or from the Related Parties, under the Proposed New Shareholders’ Mandate:

2.2.3.1 Proposed New Shareholders’ Mandate

(i) The details of RRPT(s) between Pos Malaysia Group and related parties in respect of regulated services pursuant to the PSA 2012 and other relevant legislations governing Pos Malaysia Group

The RRPT(s) set out below pertaining to regulated services with related parties pursuant to PSA 2012, DSA 1997, and other relevant legislations governing Pos Malaysia Group:-

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Actual Value transacted from 26 May 2025 to LPD (RM’000)	Estimated Value of Transaction from LPD to EGM (RM’000)	Estimated aggregate value of transaction for the Proposed Mandate Period (RM’000)
REVENUE/INCOME						
1.	Pos Malaysia Group	MPH Bookstores	Stamp and Philately dealers for Pos Malaysia Group	-	21	229
2.	Pos Malaysia Group	DRB-HICOM Group	Provision of Direct Mail services by Pos Malaysia Group	-	8	92
		TGM Group		-	17	183
3.	Pos Malaysia Group	Alam Flora	Provision of Corporate Postal Services by Pos Malaysia Group	-	2	108
		BMMB		-	26	474
		DRB-HICOM Group ⁽¹⁾		-	21	179

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Actual Value transacted from 26 May 2025 to LPD (RM'000)	Estimated Value of Transaction from LPD to EGM (RM'000)	Estimated aggregate value of transaction for the Proposed Mandate Period (RM'000)
4.	Pos Malaysia Group	DRB-HICOM Group	Provision of Courier Services by Pos Malaysia Group	-	1	5,500
		Alam Flora		-	1	49
		Percetakan Nasional		-	19	2,981
		AIU		-	-	12
		Avon Cosmetics		-	-	30
		TGM Group		-	-	400
		Era Bayam Kota		-	-	10
		WOWSHOP		-	-	600
		MPH Bookstores		-	-	491
		BMMB		-	-	445
5.	Pos Malaysia Group	MPH Bookstores	Appointment of MPH Bookstores as authorised agent of Pos Malaysia Group for selling of prepaid Pos Laju at MPH outlets	-	42	458
6.	Pos Digicert	DRB-HICOM Group	Provision and implementation of managed Public Key Infrastructure services by Pos Digicert	-	-	100
		Big Dataworks		-	26	974
		Honda Malaysia		-	-	15
		ISUZU Malaysia		-	-	15
		Proton Edar		-	-	15
		HICOM-Yamaha		-	-	15
		HICOM-Teck See		-	-	15
		HICOM Automotive		-	-	15
7.	Pos Digicert	Commerce Dot Com	Provision and implementation of managed Public Key Infrastructure services and Log Radar for Nextgen E-Perolehan	-	67	1,933
8.	Pos Digicert	HUC	Provision and implementation of "eScroll" Solution ("eScroll" is a digital scroll embedded with Public Key Infrastructure technology to prevent and detect forgery)	-	-	50
9.	Pos Digicert	BMMB	Provision and implementation of Managed Electronic Know Your Customer (eKYC) services by Pos Digicert	-	115	385
			Total Revenue/Income	-	366	15,773

(ii) The details of RRPT(s) between Pos Malaysia Group and related parties in respect of regulated services under its respective industry regulations/acts

The RRPT(s) set out below pertaining to regulated services with related parties under its respective industry regulations/acts including concessionaires:-

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Actual Value transacted from 26 May 2025 to LPD (RM'000)	Estimated Value of Transaction from LPD to EGM (RM'000)	Estimated aggregate value of transaction for the Proposed Mandate Period (RM'000)
EXPENSES						
1.	Pos Malaysia Group	BMMB	Provision of Shared Banking Services	-	-	550
2.	Pos Malaysia Group	AFES	Provision of integrated facilities management and maintenance services by AFES	-	155	24,845
3.	Pos Aviation Group	GMB	Supply of gas for inflight catering to Pos Aviation Group	-	12	108
4.	Pos Aviation Group	AFES	Provision of garbage collection services	-	-	944
			Total Expenses	-	167	26,447

(iii) The details of RRPT(s) between Pos Malaysia Group and related parties in respect of other services

The RRPT(s) set out below pertaining to other services with related parties, save for items (i) and (ii) referenced above:-

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Actual Value transacted from 26 May 2025 to LPD (RM'000)	Estimated Value of Transaction from LPD to EGM (RM'000)	Estimated aggregate value of transaction for the Proposed Mandate Period (RM'000)
REVENUE/INCOME						
1.	Pos Malaysia Group	DRB-HICOM Group	Provision of MyDistribution Services by Pos Malaysia Group	-	83	917
		Percetakan Nasional		-	42	458
		BERNAS		-	17	183
2.	Pos Malaysia Group	BMMB	Renting of retail/ advertisement space at Pos Malaysia's post offices/ outlets, land, vehicles, equipment, merchandise, delivery of workforce, websites and portals	-	1	14
3.	Pos Malaysia Group	GMB	Commission from bills payment collected at Pos Malaysia's outlets/ channels	-	10	73
4.	Pos Malaysia Group	DRB-HICOM Group	Provision of Fulfilment Services by Pos Malaysia Group	-	42	458

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Actual Value transacted from 26 May 2025 to LPD (RM'000)	Estimated Value of Transaction from LPD to EGM (RM'000)	Estimated aggregate value of transaction for the Proposed Mandate Period (RM'000)
5.	Pos Malaysia Group	DRB-HICOM Group	Provision of training facilities and programmes by Pos Malaysia Group	-	2	18
6.	Pos Malaysia Group	DRB-HICOM Group	Software development and maintenance services	-	11	119
7.	Datapos	DRB-HICOM Group	Provision of printing, poly-wrapping, enveloping, insertion of pamphlets, annual reports and bank statements, supply of paper and plastic, return mail management services, other incidental services, and provision of bulk mail services by Datapos	-	111	4,939
8.	Pos Logistics Group	DRB-HICOM Group ⁽²⁾	Provision of logistics services by Pos Logistics Group	-	-	113,021
		MMC Group		-	-	2,973
		BERNAS Group		-	-	58,200
		TGM Group		-	-	2,620
		Kelana Ventures		-	-	20
		Altel Group		-	-	20
			Total Revenue/Income	-	319	184,033
EXPENSES						
9.	Pos Malaysia Group	DRB-HICOM Leasing	(i) Purchase/leasing of motor vehicles	-	736	3,994
		DHZD	(ii) Supply of related spare parts	-	32	9,738
			(iii) Provision of maintenance and other services related to motor vehicles			
10.	Pos Malaysia Group	HICOM Holdings	Provision of management services	-	70	1,030
11.	Pos Malaysia Group	Malakoff Group	Provision of energy-saving services at selected premises by Malakoff Group	-	53	6,947
12.	Pos Malaysia Group	Souq Realty	Rental of premise by Pos Malaysia Group	-	8	121
13.	Pos Malaysia Group	Bangi Heights	Rental of premise by Pos Malaysia Group	-	3	42
14.	Pos Malaysia Group	DRB-HICOM Group	Provision of training facilities and programmes to Pos Malaysia Group	-	25	275
		TGM Group		-	-	43
15.	Pos Aviation Group	Jasmine Food	Supply of foodstuff for inflight catering to Pos Aviation Group	-	29	432
		YHL Trading		-	-	150
		Gardenia		-	-	80

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Actual Value transacted from 26 May 2025 to LPD (RM'000)	Estimated Value of Transaction from LPD to EGM (RM'000)	Estimated aggregate value of transaction for the Proposed Mandate Period (RM'000)
16.	Pos Aviation Group	Automotive Corporation	Provision of maintenance of vehicles to Pos Aviation Group	-	83	30
17.	Pos Aviation Group	HUC	Provision of staff training services by HUC	-	-	200
			Renting of training facilities	-	-	200
18.	Pos Aviation Group	HICOM-Teck See	Supply and delivery of operation equipment to Pos Aviation Group	-	-	300
19.	Pos Aviation Group	Edaran Modenas	Supply of motor vehicles and parts to Pos Aviation Group	-	-	50
20.	Pos Aviation Group	EON	Supply of related spare parts/provision of maintenance and other services related to motor vehicles	-	-	53
21.	Pos Aviation Group	DHZD	Renting/leasing of motor vehicles to Pos Aviation Group	-	65	885
		DRB-HICOM Leasing		-	-	40
22.	Pos Logistics Group	DRB-HICOM Group ⁽³⁾	Purchase of Services by Pos Logistics Group	-	104	7,896
		MMC Group ⁽⁴⁾		-	474	8,526
		Tradewinds Group ⁽⁵⁾		-	-	1,500
23.	Pos Ar-Rahnu	BMMB	Appointment of Security Agent for Compliance Certificate Reporting	-	-	30
			Total Expenses		1,682	42,562
			Total Revenue/Income & Expenses	-	2,001	226,595

Notes:

⁽¹⁾ Provision of Corporate Postal Services by Pos Malaysia Group with HICOM Holdings, PUSPAKOM, Glenmarie Properties, DHAS, and HICOM HBPO.

⁽²⁾ Provision of Logistics Services by Pos Logistics Group with Honda Malaysia.

⁽³⁾ Various transactions between Pos Logistics Group with ISUZU Service Center, DHCV, DRB-HICOM Group, Automotive Corporation and HICOM Hartanah into Purchase of Services by Pos Logistics Group.

⁽⁴⁾ Various transactions between Pos Logistics Group with MMC Group into Purchase of Services by Pos Logistics Group.

⁽⁵⁾ Various transactions between Pos Logistics Group with Tradewinds Group into Purchase of Services by Pos Logistics Group.

2.2.3.2 Breakdown of Total Estimated Aggregate Value Transactions

Based on the figures outlined in item 2.2.3.1 above, the total estimated aggregate value of revenue/income-based transactions amounts to **RM199.81 million**, reflecting 74.3% of the total estimated aggregate value of transactions for the Proposed Mandate Period. Additionally, the total estimated aggregate value of expense-based transactions amounts to **RM69.01 million**, which constitutes 25.7% of the total estimated aggregate value of transactions for the Proposed Mandate Period. Hence, the total estimated aggregate value of transactions for the Proposed Mandate Period amounts to **RM268.82 million**.

2.2.4 Review Procedures for the RRPTs

To ensure that the RRPTs are undertaken on an arm's length basis and on the Group's normal commercial terms consistent with the Group's usual business arrangements, practices and policies and on terms not more favourable to the Related Parties than those generally available to the public and will not be detrimental to minority shareholders, the Board Audit Committee will ensure that:

- a. the transactions with the Related Parties will only be entered into after taking into account the pricing, level of service, quality of product and other related factors, which are generally on terms not more favourable to the Related Parties than those extended to unrelated third parties and are not to the detriment of the minority shareholders;
- b. the pricing, level of service and quality of products shall be at the prevailing market rates/prices of the service or product including where appropriate preferential rates and discounts accorded for bulk purchases (the same as are accorded to third party for bulk purchase) and on the service or product provider's usual commercial terms, and otherwise in accordance with applicable industry norm;
- c. wherever possible, at least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as a comparison 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 and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained as the products or services are proprietary in nature or where the end customer has specified the requirements for the Company/Group to source from Related Parties, then the Company/Group will rely on the most recent available quotations or purchase price for comparison or rely on market knowledge of prevailing industry norm and taking into consideration the urgency and efficiency of the delivery of product or services to be provided to ensure that the RRPTs are not detrimental to the Company/Group;
- d. the terms and conditions on purchases and sales are determined by market force, under similar commercial terms for transactions with third parties which depend on the demand and supply of the products and are subject to the availability of the products in the market;
- e. the cost-plus method will be used where appropriate in the determination of fair price or contract rates. This method determines the arm's length price or rate by adding an appropriate mark-up to the cost of production;
- f. All RRPTs amounting to more than RM1,000,000 are subject to review by the Board Audit Committee and approval of the Board and are further subject to the provisions in the MMLR and/or the CA 2016, where necessary;
- g. The Board Audit Committee will review the record maintained by the Company for all RRPTs entered into amounted to less than RM1,000,000 which require the Group Chief Executive Officer's approval pursuant to the Group Policy on Related Party Transaction/RRPTs, on a quarterly basis to ensure that they are within the mandated amount;
- h. Where tender evaluation is undertaken for a RRPT, the RRPT concerned will be reviewed by the Board Tender Committee to ensure the appropriate tender evaluation processes are undertaken before recommending to the Board Audit Committee for review; and
- i. All procurement to be undertaken by the Group is subject to the relevant procurement processes under the Group Procurement Policy.

Further, where any Director has an interest (direct or indirect) in any related party transaction, such Director shall abstain from deliberation and voting on the matter. Where any member of the Board Audit Committee is interested in any transaction, that member shall abstain from deliberation and voting on any matter relating to any decision to be taken by the Board Audit Committee in respect of such transaction.

Pursuant to Practice Note 12 of the MMLR, in a meeting to obtain the Proposed New Shareholders' Mandate, the interested Director, interested Major Shareholder or the Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder shall abstain from voting on the resolution approving the RRPTs.

An interested Director or interested Major Shareholder must also ensure that the Person Connected with such Director or Major Shareholder abstains from voting on the resolution approving the transactions. Interested Directors shall also abstain from deliberating at board meetings in respect of the RRPTs in which they have an interest.

Disclosure will be made in the annual report of the Company of the aggregate value of the RRPT conducted pursuant to the Proposed New Shareholders' Mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the MMLR.

Shareholders' approval will be sought for the renewal of such mandate at each AGM subject to a satisfactory review by the Board Audit Committee of its continued application to the RRPTs.

2.2.5 Excluded Transactions

Transactions with any Related Party, which do not fall within the ambit of the Proposed New Shareholders' Mandate will be subject to other applicable provisions of the MMLR, the CA 2016 and/or any applicable law.

2.3 Statement by Board Audit Committee

The overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate rests on the Board Audit Committee. The Board Audit Committee has the authority to delegate this responsibility to such individuals within the Company as it shall deem fit. The Board Audit Committee will at least once a year, conduct a review and ascertain that the guidelines and procedures established to monitor RRPTs have been complied with.

The Board Audit Committee of the Company has seen and reviewed the procedures mentioned in Section 2.2.4 above and are satisfied that:

- (i) the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner; and
- (ii) the procedures above are sufficient to ensure the terms of the RRPTs are fair, reasonable and on normal commercial terms; are not more favourable to the Related Party than those generally available to the public; are not detrimental to minority shareholders and are in the best interest of the Group.

2.4 Rationale and Benefits for the RRPTs

The Proposed New Shareholders' Mandate is intended to allow the Group to enter into the transactions described in Section 2.2.3 above with the classes of Related Parties specified in Section 2.2.2 above in the ordinary course of the Group's business on normal commercial terms, in a timely fashion, and eliminate the need for the Company on each occasion, pursuant to the financial limits imposed by Paragraph 10.08 of the MMLR, to seek the shareholders' approval as and when potential transactions with the specified classes of Related Parties arise, thereby reducing substantially the administrative time, inconvenience and costs associated with the convening of such meetings without compromising the corporate objectives and adversely affecting the business opportunities available to Pos Malaysia Group.

Shareholders of the Company will appreciate that the RRPTs, as outlined in Section 2.2.3 above, are intended to facilitate transactions in the ordinary course of business of Pos Malaysia Group which are transacted from time to time with Related Parties, are carried out on an arm's length basis on normal commercial terms which are not prejudicial to the interests of the shareholders, not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders.

The benefits accruing to Pos Malaysia Group from the RRPTs, amongst others, stem from the close working relationships with the Related Parties in the RRPTs. These close relationships should ensure timely delivery and provision of services, commitment and reliability of quality services for the Group in order to ensure the smooth operation of the day-to-day business of the Group as well as to fully realise the business synergies within the Group.

In addition, part of the RRPTs involve services provided by Pos Malaysia Group to the Related Parties and these transactions will create business opportunities and revenue for Pos Malaysia Group. The Group has had long-standing business relationships with the Related Parties and the close cooperation has reaped mutual benefits which are expected to continue to be beneficial to the business of the Group.

2.5 Interests of Directors, Major Shareholders and Persons Connected with them

As at the LPD, neither of the other Directors, Major Shareholders nor Persons Connected with them, have any interest, direct or indirect, in the Proposed New Shareholders' Mandate, save and except for the following:

- a. DRB-HICOM, the holding company of Pos Malaysia.
- b. TSSM, an indirect Major Shareholder of Pos Malaysia by virtue of his interest in DRB-HICOM via Etika Strategi Sdn Bhd ("Etika Strategi").
- c. Etika Strategi, an indirect Major Shareholder of Pos Malaysia by virtue of its interest in DRB-HICOM.
- d. HICOM Holdings, a direct Major Shareholder of Pos Malaysia, which is a wholly-owned subsidiary of DRB-HICOM.
- e. Tan Sri Syed Faisal Albar bin Syed A.R Albar ("TSSFA"), Chairman/Non-Independent Non-Executive Director of Pos Malaysia and the Group Managing Director of DRB-HICOM, is an interested Director by virtue of him representing DRB-HICOM on the Board of Pos Malaysia.
- f. Dato' Jezilee bin Mohamad Ramli ("DJ"), Non-Independent Non-Executive Director of Pos Malaysia, is an interested Director by virtue of him representing DRB-HICOM on the Board of Pos Malaysia.
- g. Sabarina Laila binti Mohd Hashim ("SLH"), Non-Independent Non-Executive Director of Pos Malaysia, is an interested Director by virtue of her representing DRB-HICOM on the Board of Pos Malaysia.

The interested Directors, namely TSSFA, DJ and SLH (hereinafter referred to as “Interested Directors”) who are interested in the Proposed New Shareholders’ Mandate have abstained and will continue to abstain from deliberation and voting at Board Meetings of Pos Malaysia on the relevant resolutions pertaining to the Proposed New Shareholders’ Mandate.

DRB-HICOM, TSSM, Etika Strategi and HICOM Holdings (hereinafter referred to as “Interested Major Shareholders”) and the Interested Directors will abstain from voting on the resolutions approving the Proposed New Shareholders’ Mandate at the forthcoming EGM of the Company in respect of their direct and/or indirect shareholdings, if any.

The Interested Directors and/or Interested Major Shareholders named above have undertaken that they will ensure that the Persons Connected with them will abstain from voting on the resolutions approving the Proposed New Shareholders’ Mandate at the forthcoming EGM of the Company in respect of their direct and/or indirect shareholdings, if any.

As at the LPD, the direct and indirect shareholdings of the Interested Directors and Interested Major Shareholders in Pos Malaysia as at LPD are as follows:

Name	Direct Interest		Indirect Interest	
	No. of shares	%	No. of shares	%
<u>Interested Director:</u>				
a. TSSFA	-	-	-	-
b. DJ	-	-	-	-
c. SLH	-	-	-	-
<u>Interested Major Shareholders:</u>				
a. DRB-HICOM	172,997,399	22.10	245,750,751 ^(a)	31.39
b. HICOM Holdings	245,750,751	31.39	-	-
c. TSSM	-	-	418,748,150 ^(b)	53.49
d. Etika Strategi	-	-	418,748,150 ^(c)	53.49

Notes:-

^(a) Deemed interested pursuant to Section 8 of the CA 2016 by virtue of its interest in HICOM Holdings.

^(b) Deemed interested pursuant to Section 8 of the CA 2016 by virtue of his interest in DRB-HICOM via Etika Strategi.

^(c) Deemed interested pursuant to Section 8 of CA 2016 by virtue of its interest in DRB-HICOM.

2.6 Approval Required

The Proposed New Shareholders’ Mandate is subject to the approval of the shareholders of the Company at the Company’s forthcoming EGM.

2.7 Amounts Due and Owing to Pos Malaysia Group by the Transacting Related Parties Pursuant to the RRPTs

The amounts due and owing to Pos Malaysia Group by the transacting related parties as at 31 December 2024 pursuant to the RRPTs which have exceeded the credit term are as follows:

Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of RRPT	Outstanding RRPT Receivables as at 31 December 2024 (exceeded the credit term) (RM'000)	Outstanding RRPT Receivables as at 31 December 2024 which exceeded the credit term for the following periods:			
				1 year or less (RM'000)	more than 1 to 3 years (RM'000)	more than 3 to 5 years (RM'000)	more than 5 years (RM'000)
Pos Logistics Group	DRB-HICOM Group	Provision of logistics services by Pos Logistics Group	10,422 ^(a)	10,060	362	0	0
	MMC Group		53 ^(b)	53	0	0	0
	BERNAS		94 ^(c)	94	0	0	0
Total:			10,569	10,207	362	0	0

Notes:-

- As at LPD, the outstanding receivable of RM9.32 million has been received.
- As at LPD, the outstanding receivable of RM53,000 has been received.
- As at LPD, the outstanding receivable of RM94,000 has been received.

The Company does not have a policy on charging late payment charges to all its customers.

The Management, via its task force team, is actively meeting and negotiating with the debtors for settlement of the aforesaid outstanding amounts, including following up with reminder notices, or to stop transacting with the related parties if the debts remain unsettled within a given timeline.

The Board is confident that the outstanding amounts are recoverable as the Related Parties are long-term business partners and have strong credit standing.

3. FINANCIAL EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate is not expected to have any effect on our issued share capital and our Major Shareholders' shareholdings in our Company and is not expected to have any material effect on the net assets and gearing of our Group.

However, the Proposed New Shareholders' Mandate is in relation to transactions, which are of a revenue or trading nature and transacted in the ordinary course of business in the Pos Malaysia Group's day-to-day operations, is expected to contribute to the Pos Malaysia Group's financial performance.

4. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered the rationale and benefits of the Proposed New Shareholders' Mandate and after careful deliberation, the Directors (save for the Interested Directors) are of the opinion that the Proposed New Shareholders' Mandate is in the best interest of Pos Malaysia Group.

Accordingly, the Directors (save for the Interested Directors), recommend that the shareholders vote in favour of the resolution on the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM of the Company.

5. EGM

The EGM will be held at Pos Malaysia, Dewan Sri Pos, Level 3, Dayabumi Complex, 50670 Kuala Lumpur, Malaysia on Friday, 11 July 2025 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Proposed New Shareholders' Mandate. A Notice of the EGM in relation to the ordinary resolution on the Proposed New Shareholders' Mandate is enclosed in this Circular.

If you are unable to participate at the EGM, you should complete the Proxy Form enclosed herein in accordance with the instructions as set out in the Administrative Guide for the EGM of the Company. The completed Proxy Form should be deposited or submitted not less than 48 hours before the time for holding the EGM or no later than Wednesday, 9 July 2025 at 10.00 a.m., either in hard copy form at the Share Registrar's Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by fax to +603-7890 4670 or online via Boardroom Smart Investor Portal or via email at bsr.helpdesk@boardroomlimited.com.

If you have submitted your Proxy Form and subsequently wish to participate in the EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com or via <https://investor.boardroomlimited.com> to revoke the earlier appointed proxy not less than 48 hours before the time for holding the EGM or no later than Wednesday, 9 July 2025 at 10.00 a.m.

6. FURTHER INFORMATION

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

Yours faithfully

**For and on behalf of the Board of Directors of
POS MALAYSIA BERHAD**

Roshidah binti Abdullah
Chairman of Board Audit Committee/
Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by the Directors of Pos Malaysia, and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which could make any statement herein false or misleading.

2. MATERIAL CONTRACTS

As at LPD, there were no material contracts (being not in the ordinary course of business) which have been entered into by Pos Malaysia and its subsidiaries within two (2) years immediately preceding the date of this circular save and except for the share sale agreement entered into between Pos Logistics Berhad and SWA Shipping Sdn. Bhd. on 21 May 2024 in respect of the sale and purchase of the entire share capital in PNSL Berhad ("SSPA").

The total disposal consideration payable under the SSPA by SWA Shipping Sdn Bhd ("Purchaser") is approximately RM123.21 million, which shall be paid entirely in cash comprising:

- i. cash consideration for the entire equity interest in PNSL Berhad for RM55.61 million; and
- ii. settlement of the outstanding intra-group trading debts and advances owing by PNSL Berhad as appearing on the balance sheet of Pos Logistics Berhad and/or its group of companies on completion date.

However, the SSPA was subsequently terminated by Pos Logistics Berhad on 26 February 2025 due to the Purchaser's failure to remedy the breaches of its obligations under the SSPA within the timeline stipulated in the notice to remedy breach dated 9 January 2025 issued by Pos Logistics Berhad.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, neither Pos Malaysia nor its subsidiaries have engaged in any material litigation, claims and arbitration either as a plaintiff or defendant, and, the Board of Pos Malaysia has no knowledge of any proceedings pending or threatened against Pos Malaysia or its subsidiaries or of any material facts to give rise to any proceedings which may materially affect or adversely affect the position or business of Pos Malaysia and its subsidiaries.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of Pos Malaysia at Tingkat 8, Ibu Pejabat Pos, Kompleks Dayabumi, 50670 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) for a period from the date of this Circular to the date of the forthcoming EGM:

- (i) Constitution; and
- (ii) Audited Financial Statements of Pos Malaysia for the financial year ended 31 December 2023 and 31 December 2024.

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POS MALAYSIA BERHAD

Registration No: 199101019653 (229990-M) (Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Pos Malaysia Berhad (“Pos Malaysia” or “the Company”) which will be held at Pos Malaysia, Dewan Sri Pos, Level 3, Dayabumi Complex, 50670 Kuala Lumpur, Malaysia on Friday, 11 July 2025 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the following resolution:

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“**THAT** subject always to the provisions of the Companies Act 2016 (“CA 2016”), the Constitution of the Company and the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”), approval be hereby given to the Company and its subsidiaries (collectively known as “Pos Malaysia Group”) to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as “Recurrent Transactions”) with related parties as set out in Section 2.2.3 of the Circular to Shareholders dated 26 June 2025, which are necessary for the day-to-day operations of Pos Malaysia Group subject further to the following:

- i. the Recurrent Transactions contemplated are in the ordinary course of business and are carried out on an arm’s length basis on normal commercial terms of Pos Malaysia Group on terms not more favourable to related parties than those generally available to the public, and are not, in the Company’s opinion, detrimental to the minority shareholders of the Company;
- ii. the Proposed New Shareholders’ Mandate is subject to annual renewal and any authority conferred by the Proposed New Shareholders’ Mandate shall only continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the forthcoming EGM of the Company at which the Proposed New Shareholders’ Mandate is approved, at which time it will lapse unless by a resolution passed at the general meeting the mandate is again renewed;
 - (b) the expiration of the period within which the next AGM of the Company is required by law to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the CA 2016); or
 - (c) it is revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders’ Mandate.”

BY ORDER OF THE BOARD

SABARINA LAILA MOHD HASHIM (LS No. 0004324) SSM PC No. 201908001661
YAP POOI CHOO (MAICSA 7065900) SSM PC No. 201908002451
Company Secretaries

Kuala Lumpur
26 June 2025

NOTES:

1. Proxy and/or Authorised Representative

- 1.1 Every member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) is entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him. The proxy need not be a member of the Company.
- 1.2 Where a member of the Company is an exempt authorised nominee as defined under the SICDA, which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA, of which holds ordinary shares in the company for multiple beneficial owners in one (1) Securities Account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 1.3 Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- 1.4 The instrument appointing a proxy shall be in writing under the hand of the member or his/her attorney duly appointed under a power of attorney or if such member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a Director, or its attorney duly authorised in writing. Any alteration to the instrument appointing a proxy must be initialled.
- 1.5 The proxy forms and/or documents relating to the appointment of proxy for the EGM shall be deposited or submitted in the following manner not less than 48 hours before the time for holding the EGM or no later than Wednesday, 9 July 2025 at 10.00 a.m. in accordance with the Company’s Constitution:
 - a. In hard copy form
The Proxy Form, Corporate Representative, Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by fax to +603-7890 4670.
 - b. By Boardroom Smart Investor Portal (“BSIP”)
Online via the BSIP at <https://investor.boardroomlimited.com>, which is free and available to all individual Depositors. Alternatively, the Proxy Form can be submitted via email at bsr.helpdesk@boardroomlimited.com. The detailed requirements and procedures for the submission of proxy forms are set out in the Administrative Guide for the EGM – Lodgement of Proxy Form.

2. Voting by Poll

Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Malaysia, all resolution set out in this notice will be put to vote by way of a poll.

3. Members entitled to attend EGM

For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 3 July 2025. Only a depositor whose name appears therein shall be entitled to attend the EGM or appoint a proxy(ies) to attend, participate and vote on his/her behalf.

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POS MALAYSIA BERHAD
Registration No: 199101019653 (229990-M)

PROXY FORM

CDS Account No.	
Total Number of Shares Held	

*I/*We, _____
(Full Name as per NRIC/Passport/Certificate of Incorporation in Capital Letters)

NRIC/Passport/Company No.: _____

Address: _____

Email and Tel. No: _____

being a member/members of Pos Malaysia Berhad (“Pos Malaysia” or “the Company”), hereby appoint the following:

Name of Proxy	NRIC/Passport No.	Tel No.	Email	Proportion of Shareholdings (%)
and/or failing him/her				

or failing him/her, the CHAIRMAN OF THE MEETING, as my/our proxy to attend and vote for me/us and on my/our behalf, at the Extraordinary General Meeting (“EGM”) of the Company, to be held at Pos Malaysia, Dewan Sri Pos, Level 3, Dayabumi Complex, 50670 Kuala Lumpur, Malaysia on Friday, 11 July 2025 at 10.00 a.m. and at any adjournment thereof, on the following resolution as set out in the Notice of the EGM. My/our proxy is to vote as indicated below:

No.	Ordinary Resolution	For	Against
1.	Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		

Please indicate with an X in the appropriate space as to how you wish your votes to be cast. If you do not do so, the Proxy may vote or abstain from voting at his/her discretion.

Signed this day of 2025

.....
Signature(s)/Common Seal of Shareholder

NOTES:

- (a) Every member including Authorised Nominees as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) is entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him. The proxy need not be a member of the Company.
- (b) Where a member of the Company is an exempt authorised nominee as defined under the SICDA, which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA, of which holds ordinary shares in the company for multiple beneficial owners in one (1) Securities Account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

- (c) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- (d) The instrument appointing a proxy shall be in writing under the hand of the member or his/her attorney duly appointed under a power of attorney or if such member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a Director, or its attorney duly authorised in writing. Any alteration to the instrument appointing a proxy must be initialled.
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The Proxy Form, Corporate Representative, Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by fax to +603-7890 4670.
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Online via the BSIP at <https://investor.boardroomlimited.com>, which is free and available to all individual Depositors. Alternatively, the Proxy Form can be submitted via email at bsr.helpdesk@boardroomlimited.com. The detailed requirements and procedures for the set out in the Administrative Guide for the EGM – Lodgement of Proxy Form.
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PLEASE FOLD HERE

AFFIX
STAMP

The Share Registrars
BOARDROOM SHARE REGISTRARS SDN BHD
Registration Number: 199601006647 (378993-D)
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

PLEASE FOLD HERE

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the EGM and/or any adjournment thereof, a member of the Company:

- (a) consents to the processing of the member's personal data by the Company for:
- processing and administration of proxies and representatives appointed for the EGM;
 - preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (which includes any adjournments thereto); and
 - the Company's compliance with any applicable laws, listing rules, regulations, codes and/or guidelines (collectively, the "Purposes").
- (b) have the right to access, object to the processing, and request rectification or deletion of the personal data.
- (c) undertakes and warrants that he or she has obtained such proxy(ies) and/or representative(s) prior consent for the Company's processing of such proxy(ies) and/or representative(s) personal data for the Purposes.
- (d) agrees to fully indemnify the Company for any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the member's failure to provide accurate and correct information of the personal data.

(Note: the term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act 2010)