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

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

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

[Company No: 201001034084 (918007-M)]

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE AND
PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE AND/OR TRADING IN NATURE**

The resolutions in respect of the abovementioned proposals will be tabled at the 14th Annual General Meeting (“AGM”) of Mr D.I.Y. Group (M) Berhad (“**MDGM**” or “**the Company**”), which will be held at Auditorium, Level 3A, Connexion Conference & Event Centre, Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on **Thursday, 5 June 2025 at 2.00 p.m.** or at any adjournment thereof. The Notice of the 14th AGM, Proxy Form, Administrative Details, Integrated Report 2024 and this Circular are available on the Company’s website at www.mrdiy.com.

If you are unable to attend and vote at the AGM, you may appoint a proxy or proxies (not more than 2 proxies) to attend and vote on your behalf by completing and submitting the Proxy Form **not later than Wednesday, 4 June 2025 at 2.00 p.m.** in the following manner:-

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

The lodging of the Proxy Form will not preclude you from attending and voting at the AGM. Should you subsequently decide to attend the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at enquiry@my.tricorglobal.com, not later than Tuesday, 3 June 2025 at 2.00 p.m.

This Circular is dated 25 April 2025

DEFINITIONS

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

“Act”	Malaysian Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	Annual General Meeting
“ARMC”	Audit and Risk Management Committee of MDGM
“Board” or “Director”	Board of Directors of MDGM and Director shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which terms of the transaction were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company, or a chief executive of the Company, its subsidiary or holding company
“Bursa Securities”	Bursa Malaysia Securities Berhad
“Circular”	This Circular dated 25 April 2025
“Constitution”	The Constitution of the Company
“Integrated Report 2024”	Integrated Report 2024 in respect of the financial year ended 31 December 2024 of MDGM
“Listing Requirements”	Main Market Listing Requirements of Bursa Securities and any amendment made thereto from time to time and any Practice Notes issued in relation thereto
“LPD”	28 March 2025, being the latest practicable date prior to the issuance 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, is:-</p> <p>(a) ten percent (10%) or more of the total number of the voting shares in the corporation; or</p> <p>(b) five percent (5%) or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.</p> <p>For the purposes of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act. The Major Shareholder shall also include any person who is and was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the Company or any other company which is its subsidiary or holding company</p>
“MDGM” or “the Company”	Mr D.I.Y. Group (M) Berhad
“MDGM Group” or “the Group”	MDGM and its subsidiary companies as defined in Section 4 of the Act
“MDIH”	Mr. D.I.Y. International Holding Ltd.
“MDIH Group”	MDIH and its subsidiaries, associated companies and corporations controlled by MDIH
“Person Connected”	<p>In relation to any person (referred to as “said Person”) means such person who falls under any one (1) of the following categories:-</p> <p>(a) a family member of the said Person;</p> <p>(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</p>

DEFINITIONS (Cont'd)

“Person Connected” – Cont’d		<p>Person, is the sole beneficiary;</p> <p>(c) a partner of the said Person;</p> <p>(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;</p> <p>(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;</p> <p>(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 twenty percent (20%) of the votes attached to voting shares in the body corporate; or</p> <p>(g) a body corporate which is a related corporation of the said Person</p>
“Proposed Period”	Mandate	<p>The period commencing immediately upon the passing of the ordinary resolutions for the Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate at the forthcoming 14th AGM of the Company on 5 June 2025 and ending at:-</p> <p>(a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed at the next AGM, the authority is renewed;</p> <p>(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or</p> <p>(c) revocation or variation of the Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate by a resolution passed by the shareholders of the Company at a general meeting,</p> <p>whichever is the earliest</p>
“Proposed Shareholders’ Mandate”	New	Proposed new shareholders’ mandate for MDGM Group to enter into new RRPT with the Related Parties from the date of the forthcoming 14 th AGM until the next AGM
“Proposed Existing Mandate”	Renewal of Shareholders’	Proposed renewal of existing shareholders’ mandate for MDGM Group to enter into the existing RRPTs with the Related Parties from the date of the forthcoming 14 th AGM until the next AGM
“Proposed Mandates”	Shareholders’	Proposed Renewal of Existing Shareholders’ Mandate and the Proposed New Shareholders’ Mandate, collectively
“Recurrent Related Party Transactions” “RRPTs”	Party or	All such recurrent related party transactions of a revenue and/or trading in nature, which are necessary for the day-to-day operations of the relevant companies in MDGM Group, to be entered into by MDGM or its subsidiary companies which involve the interest, direct or indirect, of a Related Party on an arm’s length basis in the ordinary course of business at any time during the Proposed Mandate Period, and which should be upon terms not more favourable to the Related Party than those generally available to the public, and are not to the detriment of the minority shareholders of the Company; the details of which are set out in Section 2 of this Circular

DEFINITIONS (*Cont'd*)

“Related Party(ies)”	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder. For the purpose of this definition, “Director” and “Major Shareholder” shall have the meaning given in Paragraph 10.02 of the Listing Requirements
“RM”	Ringgit Malaysia
“Share(s)”	Ordinary share(s) in MDGM
“Substantial Shareholder(s)”	A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than five percent (5%) of the total number of all the voting shares in the Company

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

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

Any reference to any enactment in this Circular is a reference to that enactment as amended or re-enacted from time to time.

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

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

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

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

Registered Office:

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

25 April 2025

Board of Directors:

Dato' Azlam Shah bin Alias (*Chairman, Independent Non-Executive Director*)
Ong Chu Jin Adrian (*Chief Executive Officer, Non-Independent Executive Director*)
Ng Ing Peng (*Senior Independent Non-Executive Director*)
Leng Choo Yin (*Independent Non-Executive Director*)
Dato' Hamidah binti Naziadin (*Independent Non-Executive Director*)
Tan Shie Haur (*Non-Independent Non-Executive Director*)

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

Dear Sir/Madam,

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

1. INTRODUCTION

At the 13th AGM of the Company held on 5 June 2024, the Company had obtained a mandate from its shareholders to allow MDGM Group to enter into RRPTs undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company. This shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 14th AGM to be held on 5 June 2025, unless approval for its renewal is obtained from the shareholders of the Company at the 14th AGM.

The Company had on 28 March 2025, announced its intention to seek shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate and a fresh mandate in respect of Proposed New Shareholders' Mandate in accordance with Paragraph 10.09 and Practice Note 12 of the Listing Requirements at the forthcoming 14th AGM of the Company.

The purpose of this Circular is to provide you with relevant information and to seek your approval for the ordinary resolutions pertaining to the Proposed Shareholders' Mandates to be tabled as Special Business at the forthcoming 14th AGM of the Company. The proposed ordinary resolutions on the Proposed Shareholders' Mandates are set out in the Notice of the 14th AGM and together with the proxy form are enclosed in the Integrated Report 2024 of the Company.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS AND APPENDIX OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATES TO BE TABLED AT THE FORTHCOMING 14TH AGM.

2. DETAILS OF THE PROPOSALS

2.1 Provisions under the Listing Requirements

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

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year (based on the type of transactions, names of related parties involved in each type of transactions made and their relationship with the listed issuer) where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (c) a circular to shareholders which includes information as may be prescribed by Bursa Securities is issued by the listed issuer for the shareholders' mandate. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholders' mandate, a related party with any interest, direct or indirect, must not vote on the resolution approving the RRPTs. An interested Director or interested Major Shareholder must also ensure that the Person(s) Connected with them abstain from voting on the resolution approving the RRPTs; and
- (e) to immediately announce to Bursa Securities when the actual value of RRPTs entered into by the Company, exceeds the estimated value of the RRPTs disclosed in the circular by ten percent (10%) or more of the aggregate value and must include the information as may be prescribed by Bursa Securities in its announcement.

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

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

- (i) the conclusion of the next AGM of the company at which time it will lapse, unless by a resolution passed at the meeting whereupon the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earliest.

2.2 Proposed Shareholders' Mandates

The Board proposes to seek shareholders' approval for the Proposed Shareholders' Mandates for the RRPTs to be entered into by MDGM Group from the date of the forthcoming 14th AGM until the next AGM of the Company. Such RRPTs will be conducted in the ordinary course of business with the Related Parties and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

The Proposed Shareholders' Mandates, if approved, will take effect from the date of the passing of the proposed ordinary resolutions at the forthcoming 14th AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the forthcoming 14th AGM at which the Proposed Shareholders' Mandates is passed, at which time it will lapse, unless by a resolution passed in a general meeting whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the mandate is revoked or varied by an Ordinary Resolution passed by the shareholders in a general meeting,

whichever is the earlier.

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

2.3 Principal Business Activities of MDGM Group

As at the LPD, the principal business activity of the Company is investment holding, whilst, its subsidiaries are principally involved in retailing of home improvement products, mass merchandise, games, toys, groceries and related business and activities in Malaysia and Brunei. The principal activities of the subsidiaries and associates are as follows:-

Name of company	Country of incorporation	Equity interest held %	Principal activities
Mr D.I.Y. Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products and mass merchandise
Mr. D.I.Y. (B) Sdn. Bhd.	Brunei Darussalam	100.0	Retail of home improvement products and mass merchandise
Mr D.I.Y. Ecommerce (M) Sdn. Bhd.	Malaysia	100.0	Retail sale of any kind of products over the internet
Mr. D.I.Y. (EM) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products and mass merchandise
Mr. D.I.Y. (H) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products and mass merchandise
Mr D.I.Y. (Johor) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products and mass merchandise
Mr D.I.Y. (Kuchai) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products and mass merchandise
Mr D.I.Y. Kids Sdn. Bhd.	Malaysia	100.0	Retail sale of games and toys
Mr D.I.Y. (KK) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products and mass merchandise
Mr. D.I.Y. (M) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products and mass merchandise

2.3 Principal Business Activities of MDGM Group – Cont'd

Name of company	Country of incorporation	Equity interest held %	Principal activities
Mr. D.I.Y. Trading Sdn. Bhd.	Malaysia	100.0	Trading of home improvement products, mass merchandise, groceries and related business and activities
Mr D.I.Y. Management Sdn. Bhd.	Malaysia	100.0	Property investment and letting of properties
Mr D.I.Y. Management Two Sdn. Bhd.	Malaysia	100.0	Property investment and letting of properties
Mr. D.I.Y. Pro Sdn. Bhd.	Malaysia	100.0	Retail of hardware and related products and supplies
MRD (Central) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
MRD (East Coast) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
MRD (EM) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
MRD (Northern) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
MRD (Southern) Sdn. Bhd.	Malaysia	100.0	Retail of home improvement products, mass merchandise and groceries
Gula Lima Sdn. Bhd.	Malaysia	100.0	Investment holding
KKV Supply Chain Sdn. Bhd.	Malaysia	49.0	Wholesale of a variety of goods
FDPlas Sdn. Bhd.	Malaysia	30.0	Investment holding
Qube Apps Solutions Sdn. Bhd.	Malaysia	30.0	Providing computer consultancy services, software developers and trading of related products

2.4 Class of Related Parties

Transacting Related Party	Country of Incorporation	Principal Activities	Nature of Relationship
MDIH	Seychelles	Investment holding	Tan Yu Yeh is a former Director and major shareholder of MDGM, and a substantial shareholder of MDIH
Bricolage Holding Inc.	Philippines	Investment holding	MDIH is the ultimate holding company of Bricolage Holding Inc.
Bricolage Distributor Inc.	Philippines	Distribution operations in Philippines	MDIH is the ultimate holding company of Bricolage Distributor Inc.
Bricolage Import Inc.	Philippines	Distribution operations in Philippines	MDIH is the ultimate holding company of Bricolage Import Inc.
Bricolage Philippines Inc.	Philippines	Mr. D.I.Y. retail operations in Philippines	MDIH is the ultimate holding company of Bricolage Philippines Inc.
MR. D.I.Y. Holding (Thailand) Public Company Limited	Thailand	Investment holding	MR. D.I.Y. Holding (Thailand) Public Company Limited is an associated company of MDIH, where MDIH effectively owns 39.4% shareholdings
MR. D.I.Y. Trading (Thailand) Co. Ltd.	Thailand	Trading business in consumer products for Mr. D.I.Y. operations in Thailand	MR. D.I.Y. Trading (Thailand) Co. Ltd. is a subsidiary of MR. D.I.Y. Holding (Thailand) Public Company Limited, an associated company of MDIH
MR. D.I.Y. (Bangkok) Co., Ltd.	Thailand	Mr. D.I.Y. retail business in consumer products in Thailand	MR. D.I.Y. (Bangkok) Co., Ltd. is a subsidiary of MR. D.I.Y. Holding (Thailand) Public Company Limited, an associated company of MDIH
Mr D.I.Y. (Cambodia) Co., Ltd.	Cambodia	Mr. D.I.Y. retail operations in Cambodia	MDIH is the ultimate holding company of Mr D.I.Y. (Cambodia) Co., Ltd.
Mr D.I.Y. Trading (Singapore) Pte. Ltd.	Singapore	Mr. D.I.Y. retail operations in Singapore	MDIH is the ultimate holding company of Mr D.I.Y. Trading (Singapore) Pte. Ltd.
PT Daya Intiguna Yasa	Indonesia	Investment holding	MDIH is the ultimate holding company of PT Daya Intiguna Yasa
PT Duta Intiguna Yasa	Indonesia	Trading and importing of goods for Mr. D.I.Y. operations in Indonesia	MDIH is the ultimate holding company of PT Duta Intiguna Yasa
PT Daya Indah Yasa	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Daya Indah Yasa

2.4 Class of Related Parties - Cont'd

Transacting Related Party	Country of Incorporation	Principal Activities	Nature of Relationship
PT Daya Indah Anugerah	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Daya Indah Anugerah
PT Daya Indah Cendani	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Daya Indah Cendani
PT Daya Indah Andalan	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Daya Indah Andalan
PT Daya Indah Intisar	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Daya Indah Intisar
PT Daya Indah Nawasena	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Daya Indah Nawasena
PT Daya Indah Sejahtera	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Daya Indah Sejahtera
PT Niaga Seraya Maju	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Niaga Seraya Maju
PT Mitra Indoguna Yasa	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Mitra Indoguna Yasa
PT Niaga Indoguna Yasa	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Niaga Indoguna Yasa
PT Duta Sentosa Yasa	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Duta Sentosa Yasa
PT Kreasi Indah Varia	Indonesia	Mr. D.I.Y. retail operations in Indonesia	MDIH is the ultimate holding company of PT Kreasi Indah Varia
Dua Lima Retail Private Limited	India	Retail and importing of goods for Mr. D.I.Y. retail operation in India	MDIH is the ultimate holding company of Dua Lima Retail Private Limited
MRDIY Turkey Ev Gerecleri ve Yapi Malzemeleri Ithalat A.S.	Turkey	Investment holding	MDIH is the ultimate holding company of MRDIY Turkey Ev Gerecleri ve Yapi Malzemeleri Ithalat A.S.
MRDIY Retail Ev Gerecleri ve Yapi Malzemeleri Perakende Satis A.S.	Turkey	Mr. D.I.Y. retail operations in Turkey	MDIH is the ultimate holding company of MRDIY Retail Ev Gerecleri ve Yapi Malzemeleri Perakende Satis A.S.

2.4 Class of Related Parties - Cont'd

Transacting Related Party	Country of Incorporation	Principal Activities	Nature of Relationship
MRDIY Tiendas, S.L.U.	Spain	Mr. D.I.Y. retail operations in Spain	MDIH is the ultimate holding company of MRDIY Tiendas, S.L.U.
Cuc Tay Trading LLC	Vietnam	Trading and importing of goods for Mr. D.I.Y. operations in Vietnam	MDIH is the ultimate holding company of Cuc Tay Trading LLC
Cuc Tay Retail LLC	Vietnam	Mr. D.I.Y. retail operations in Vietnam	MDIH is the ultimate holding company of Cuc Tay Retail LLC
CT Retail (Northern) LLC	Vietnam	Mr. D.I.Y. retail operations in Vietnam	MDIH is the ultimate holding company of CT Retail (Northern) LLC
MRDIY Poland sp. z.o.o	Poland	Mr. D.I.Y. retail operations in Poland	MDIH is the ultimate holding company of MRDIY Poland sp. z.o.o
MR. D.I.Y. (Bangladesh) Pte. Ltd.	Bangladesh	Mr. D.I.Y. retail operations in Bangladesh	MDIH is the ultimate holding company of MR. D.I.Y. (Bangladesh) Pte. Ltd.
MR. D.I.Y. (South Africa) (Pty) Ltd	South Africa	Mr. D.I.Y. retail operations in South Africa	MDIH is the ultimate holding company of MR. D.I.Y. (South Africa) (Pty) Ltd
MR. D.I.Y. Romania S.R.L.	Romania	Mr. D.I.Y. retail operations in Romania	MDIH is the ultimate holding company of MR. D.I.Y. Romania S.R.L.
Mr. D.I.Y. International Sdn. Bhd. (formerly known as Regional Support Services Sdn. Bhd.)	Malaysia	Provision of shared support services	MDIH is the ultimate holding company of Mr. D.I.Y. International Sdn. Bhd. (formerly known as Regional Support Services Sdn. Bhd.)

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

2.5 Details of RRPTs

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

a) Proposed Renewal of Existing Shareholders' Mandate

Transacting Parties	Nature of Transaction	Names of Interested Related Parties	Shareholders' Mandate 2024		Renewal of Shareholders' Mandate	
			Estimated Value as Disclosed in the Circular to Shareholders dated 26 April 2024	Actual Value Transacted from 5 June 2024 up to 28 March 2025	Estimated Value from 5 June 2025 to the next AGM in 2026	
			RM	RM	RM	
MDGM Group and MDIH Group	Provision of consultancy and shared functions services by MDGM Group to MDIH Group:	Interested former Director and Major Shareholder	40,000,000	22,500,717	50,000,000	
	• Merchandise and product procurement	• Tan Yu Yeh ⁽¹⁾				
	• Financial reporting	Interested Major Shareholder				
	• Consultancy services	• Tan Yu Wei ⁽²⁾				
	• Ad-hoc services	Interested persons connected with former Director and Major Shareholders				
Mr. D.I.Y. Trading Sdn Bhd ("MDT") and Mr. D.I.Y. Trading (Singapore) Pte. Ltd. ("MDT(S)")	Sale and supply of goods by MDT to MDT(S) for its retail operations in Singapore	• Bee Family Limited ⁽³⁾	60,000,000	13,350,241	60,000,000	
		• Yeh Family (PTC) Ltd. ⁽⁴⁾				
		• WEI Future Capital (PTC) Ltd. ⁽⁴⁾				
		• Managecorp Limited ⁽⁵⁾				
		Interested former Director and Major Shareholder				
		• Tan Yu Yeh ⁽⁶⁾				
		Interested Major Shareholder				
		• Tan Yu Wei ⁽⁶⁾				
		Interested persons connected with former Director and Major Shareholders				
		• Bee Family Limited ⁽³⁾				
		• Yeh Family (PTC) Ltd. ⁽⁴⁾		35,850,958	110,000,000	
		• WEI Future Capital (PTC) Ltd. ⁽⁴⁾				
		• Managecorp Limited ⁽⁵⁾				
		Total	100,000,000			

2.5 Details of RRPTs – Cont'd

b) Proposed New Shareholders' Mandate

Transacting Parties	Nature of Transaction	Names of Interested Related Parties	Actual Value Transacted from 1 January 2025 up to 28 March 2025		Estimated Value from 29 March 2025 up to 4 June 2025		Estimated Value from 5 June 2025 to the next AGM in 2026	
			RM		RM		RM	
MDGM Group and Mr. D.I.Y. International Sdn. Bhd. (formerly known as Regional Support Services Sdn. Bhd.) (“MDI”) and/or MDIH Group	Rental of working space and associated amenities in warehouses owned/leased by MDGM Group to MDI and/or MDIH Group, measuring up to 41,072 square feet and located in Balakong, Seri Kembangan.	Interested former Director and Major Shareholder	49,500*		94,050*		1,700,000	
		• Tan Yu Yeh ⁽⁷⁾						
		Interested Major Shareholder						
		• Tan Yu Wei ⁽⁷⁾						
		Interested persons connected with former Director and Major Shareholders						
	Tenure of tenancy is for one (1) year, subject to annual renewal, with rental payment made on a monthly basis.	• Bee Family Limited ⁽³⁾ • Yeh Family (PTC) Ltd. ⁽⁴⁾ • WEI Future Capital (PTC) Ltd. ⁽⁴⁾ • Managecorp Limited ⁽⁵⁾						
		Total	49,500*		94,050*		1,700,000	

2.6 Amount Due and Owing by the Related Parties

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

2.7 Review Procedures for the RRPTs

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

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

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

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

- (d) In respect of the Consultancy and Shared Functions Agreement ("**Agreement**"), ARMC will monitor, review and approve the aggregate threshold value of the services to be provided by MDGM Group to the MDIH Group. Such approval may be reviewed, amended or renewed on an annual basis or on an ad hoc basis, as determined to be appropriate and in the best interest of MDGM by our ARMC. All reviews by ARMC would be reported to the Board for decision. MDGM reserves the right to terminate the Agreement, if need be;

- (e) All new RRPTs with value equal to or exceeding RM1 million per transaction or where any one of the percentage ratios is one percent (1%) or more, whichever is higher, are subject to review by ARMC and approved by the Board to ensure compliance with the Listing Requirements on RRPT. RRPT with value below RM1 million or percentage ratio of less than one percent (1%), are reviewed and authorised by the Executive Directors of MDGM;
- (f) A register is maintained to capture and monitor all RRPTs which are entered into pursuant to the Proposed Shareholders' Mandates;
- (g) All interested Related Parties in the RRPTs to be reviewed shall abstain from deliberation and decision making in respect of that transaction;
- (h) The annual internal audit plan shall incorporate a review of RRPT entered into by MDGM Group to ensure that the necessary review and approval have been obtained and the review procedures for RRPT are adhered to. The internal audit report on RRPT review shall then be tabled to ARMC; and
- (i) The Board and the ARMC shall continue to review the adequacy and appropriateness of the review procedures for RRPT as and when required and deem appropriate.

2.8 Rationale and Benefit for the RRPTs

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

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

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

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

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

The renting of working space and associated amenities to Mr. D.I.Y. International Sdn. Bhd. (formerly known as Regional Support Services Sdn. Bhd.) will enable maximisation of asset utilisation for MDGM Group. It also serves as a strategic approach to cost management and manpower optimisation that create mutual benefits for both MDGM Group and MDIH Group.

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

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

3. STATEMENT BY AUDIT AND RISK MANAGEMENT COMMITTEE

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

The ARMC is of the view that MDGM Group has put in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. These procedures and processes will be reviewed on an annual basis or as and when necessary, to ensure the RRPTs are, at all times, carried out on terms which are not more favourable to the Related Parties and are not detrimental to the interest of the minority shareholders and are in the best interest of MDGM Group.

4. EFFECTS OF THE PROPOSAL

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

5. APPROVAL REQUIRED

The Proposed Shareholders' Mandates is subject to the approval of the shareholders of MDGM at the forthcoming 14th AGM.

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

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

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Former Director and Major Shareholder				
Tan Yu Yeh	29,946,850	0.32	4,737,844,150 ⁽¹⁾	50.04
Interested Major Shareholders				
Bee Family Limited	4,737,844,150	50.04	-	-
Tan Yu Wei	30,425,000	0.32	4,737,844,150 ⁽²⁾	50.04
Interested persons connected with Former Director and Major Shareholders				
Yeh Family (PTC) Ltd.	-	-	4,737,844,150 ⁽³⁾	50.04
WEI Future Capital (PTC) Ltd.	-	-	4,737,844,150 ⁽³⁾	50.04
Managecorp Limited	-	-	4,737,844,150 ⁽⁴⁾	50.04

Notes:-

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

and WEI Future Capital (PTC) Ltd. Managecorp Limited is acting in its capacity as trustee for a trust settled by Tan Yu Yeh and Tan Yu Wei in respect of Yeh Family (PTC) Ltd. and WEI Future Capital (PTC) Ltd., respectively, in each case, applying Section 8(4) of the Act.

The interested former Director has abstained from deliberations and voting at Board meetings of MDGM in respect of the Proposed Shareholders' Mandates.

Further, the interested former Director will abstain from voting in respect of his direct or indirect interests on the resolutions approving the Proposed Shareholders' Mandates at the forthcoming 14th AGM of MDGM.

In addition, the interested Major Shareholders will abstain from voting in respect of their direct or indirect shareholdings in the Company, on the resolutions approving the Proposed Shareholders' Mandates at the forthcoming 14th AGM of MDGM.

The aforesaid interested former Director and interested Major Shareholders have also undertaken and will ensure that the Persons Connected with them will abstain from voting in respect of their direct or indirect shareholdings in the Company on the resolutions deliberating or approving the Proposed Shareholders' Mandates at the forthcoming 14th AGM of MDGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered all aspects of the Proposed Shareholders' Mandates, the Board (save for the Interested Former Director), is of the opinion that the Proposed Shareholders' Mandates is in the best interest of the Company and accordingly recommends that you vote in favour of the ordinary resolutions pertaining to the Proposed Shareholders' Mandates to be tabled at the forthcoming 14th AGM of MDGM.

8. AGM

The ordinary resolutions to vote on the Proposed Shareholders' Mandates are set out in the Notice of the 14th AGM contained in the Integrated Report 2024 of the Company. The 14th AGM will be held at Auditorium, Level 3A, Connexion Conference & Event Centre, Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 5 June 2025 at 2.00 p.m. or at any adjournment thereof.

If you are unable to attend and vote at the AGM, you may appoint a proxy or proxies (not more than 2 proxies) to attend and vote on your behalf by completing and submitting the Proxy Form ***not later than Wednesday, 4 June 2025 at 2.00 p.m.*** in the following manner:-

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

The lodging of the Proxy Form will not preclude you from attending and voting at the AGM. Should you subsequently decide to attend the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at is.enquiry@my.tricorglobal.com, not later than Tuesday, 3 June 2025 at 2.00 p.m.

9. FURTHER INFORMATION

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

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

DATO' AZLAM SHAH BIN ALIAS
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION

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

3. MATERIAL CONTRACTS

MDGM Group has not entered into any material contracts, which are not in the ordinary course of business of the Company during the past two (2) years preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of MDGM during normal business hours from Mondays to Fridays (except public holidays) for the period commencing from the date of this document up to and including the date of the forthcoming 14th AGM:-

- (a) the Constitution of MDGM; and
- (b) the audited consolidated financial statements of MDGM for the past two (2) financial years ended 31 December 2023 and 31 December 2024.