MMAG

MMAG HOLDINGS BERHAD

[Registration No. 200301007003 (609423-V)]
Incorporated in Malaysia

15 September 2023

Dear Shareholders,

MMAG HOLDINGS BERHAD – CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED SHARE CONSOLIDATION AND PROPOSED RIGHTS ISSUE ("CIRCULAR TO SHAREHOLDERS")

We are pleased to inform that MMAG Holdings Berhad ("**MMAG**" or "**Company**") will convene the Extraordinary General Meeting of the shareholders of the Company ("**EGM**") on Wednesday, 11 October 2023 at 10.00 a.m. at Ballroom V, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

Shareholders who are eligible but not available to the EGM, may wish to appoint proxy to attend instead.

All the attached documents as mentioned here below and the Circular to Shareholders can be viewed and downloaded from the Company's designated website at **www.mmag.com.my**:-

i) Notice of EGM
ii) Proxy Form
iii) Circular to Shareholders Requisition Form
iv) Circular to Shareholders

The Circular to Shareholders is also available at **www.bursamalaysia.com**.

Should you require a printed copy of the Circular to Shareholders, please complete the Circular to Shareholders Requisition Form and forward it to our Share Registrar, Mega Corporate Services Sdn. Bhd. at the address given below:-

Mega Corporate Service Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.
Tel : + (603) 2692 4271
Fax : + (603) 2732 5388

By Order of the Board

MMAG HOLDINGS BERHAD
(Registration No.: 200301007003 (609423-V))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of MMAG Holdings Berhad ("**MMAG**" or "**Company**") will be held at Ballroom V, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 11 October 2023 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN MMAG ("MMAG SHARE(S)" OR "SHARE(S)") INTO 1 MMAG SHARE ("CONSOLIDATED SHARE(S)") ("PROPOSED SHARE CONSOLIDATION")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby granted to the Company to consolidate every 10 existing MMAG Shares held by the shareholders of MMAG, whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board of Directors of the Company ("**Board**"), into 1 Consolidated Share;

THAT any fractional entitlements arising from the Proposed Share Consolidation, if any, shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT the Consolidated Shares shall rank equally in all respects with one another and the rights of the Consolidated Shares shall remain unchanged from the rights of the existing MMAG Shares;

AND THAT the Board be and is hereby authorised to do all acts, deed and things as are necessary to give full effect to the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Share Consolidation."

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,453,434,942 NEW MMAG SHARES ("RIGHTS SHARE(S)") ON THE BASIS OF 6 RIGHTS SHARES FOR EVERY 1 CONSOLIDATED SHARE HELD AS AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("RIGHTS ISSUE ENTITLEMENT DATE") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE, TOGETHER WITH UP TO 726,717,471 FREE DETACHABLE WARRANTS IN MMAG ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 2 RIGHTS SHARES SUBSCRIBED FOR ("PROPOSED RIGHTS ISSUE")

"THAT subject to the passing of Special Resolution 1, the completion of the Proposed Share Consolidation and the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby granted to the Board to:

(i) provisionally allot and issue, by way of a renounceable rights issue, of up to 1,453,434,942 Rights Shares on the basis of 6 Rights Shares for every 1 Consolidated Share held on the Rights Issue Entitlement Date at an issue price of RM0.10 per Rights Share and on such terms and conditions and in such manner as the Board may determine, together with up to 726,717,471 Warrants on the basis of 1 Warrant for every 2 Rights Shares subscribed for, to the shareholders of MMAG whose names appear in the Record of Depositors of the Company as at the close of business on the Rights Issue Entitlement Date ("**Entitled Shareholders**") to raise a minimum gross proceed of RM18.00 million;

(ii) to enter into and execute a deed poll constituting the Warrants ("**Deed Poll**"), with full powers to assent to any conditions, modifications, variations and/or amendments from time to time, in accordance with and subject to the terms of the Deed Poll and in any manner as may be required or imposed by the relevant authorities and/or parties, together with full powers to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company's common seal, where necessary);

(iii) disregard and deal with any fractional entitlements to the Rights Shares with Warrants that may arise from the Proposed Rights Issue in such manner as the Board in its absolute discretion deems fit or expedient, and in the best interest of the Company;

(iv) if applicable, make available any Rights Shares which are not taken up or validly taken up for excess application by the Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable), and to allocate the excess Rights Shares with Warrants in a fair and equitable manner on a basis to be determined by the Board in its absolute discretion and announced thereupon by the Company;

(v) allot and issue such number of additional Warrants as may be required or permitted to be issued pursuant to the adjustments under the provisions of the Deed Poll and as may be required, imposed or permitted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") and/or any other relevant authorities (where required) ("**Additional Warrants**"), and to adjust from time to time the outstanding number and/or the exercise price of Warrant as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or modifications as may be required, imposed or permitted by Bursa Securities and/or other relevant authorities (where required);

(vi) allot and issue such number of new MMAG Shares credited as fully paid-up to the holders of the Warrants arising from the exercise of the Warrants (including Additional Warrants); and

(vii) utilise the proceeds to be derived from the Proposed Rights Issue for the purposes as set out in Section 3.7 of the circular to shareholders of MMAG dated 15 September 2023 in relation to, amongst others, the Proposed Rights Issue ("**Circular**") and with full powers to vary the manner and/or purpose of utilisation of such proceeds as the Board may deem fit, expedient and in the best interest of the Company, subject to the approval of the relevant authorities and/or parties (where required);

THAT the Warrants shall be allotted and issued in registered form based on the terms of the Deed Poll and on the basis that, subject to any adjustments to the subscription rights and exercise price attached to the Warrants under the provisions of the Deed Poll, each Warrant entitles its holder to subscribe for 1 new MMAG Share at an exercise price of RM0.15 per Warrant, during the exercise period;

THAT the Rights Shares and new MMAG Shares arising from the exercise of Warrants (including Additional Warrants) shall, upon allotment and issuance, rank equally in all respects with the then existing MMAG Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distributions, the entitlement date of which is prior to the allotment and issuance of the Rights Shares and new MMAG Shares arising from the exercise of Warrants (including Additional Warrants);

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue in order to implement and give full effect to the Proposed Rights Issue;

THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants and new MMAG Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue;

AND THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 8 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new MMAG Shares ranking equally to the existing issued MMAG Shares arising from any issuance of new MMAG Shares pursuant to the Proposed Rights Issue."

By Order of the Board
Lim Seck Wah (MAICSA 0799845) (SSM PC NO. 202008000054)
Company Secretary
Kuala Lumpur
Date: 15 September 2023

Notes:

1. *For the purpose of determining a member who shall be entitled to attend, speak and vote at the Extraordinary General Meeting, the Company shall be requesting the Record of Depositors of the Company as at 5 October 2023. Only a depositor whose name appears on the Record of Depositors of the Company as at 5 October 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.*

2. *A member entitled to attend, speak and vote at the meeting is entitled to appoint up to 2 proxies to attend, speak and vote on his/her stead. Where a member appoints 2 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. All voting will be conducted by way of poll.*

3. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account.*

4. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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.*

5. *If the appointer is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its attorney duly authorised.*

6. *The Proxy Form must be deposited at our Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or via electronic means through email to mega-sharereg@megacorp.com.my or via facsimile at 03-2732 5388 not later than 48 hours before the time appointed for holding the meeting or any adjourned thereof.*

7. *By submitting the duly executed Proxy Form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the meeting and any adjournment thereof.*