

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 Securities Berhad takes no responsibility for the contents of this Circular, 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 Berhad (“Pos Malaysia” or “the Company”) should rely on their own evaluation to assess the merits and risks of the Proposed Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate.



MALAYSIA

POS MALAYSIA BERHAD

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

CIRCULAR TO SHAREHOLDERS

in relation to

- I) PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- II) PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

The resolutions in respect of the abovementioned proposals will be tabled at the 30th Annual General Meeting (“30th AGM”) of Pos Malaysia, which will be held virtually from Pos Malaysia, Dewan Sri Pos, Level 3, Dayabumi Complex, 50670 Kuala Lumpur, Malaysia as the Broadcast Venue and via the meeting platform at <https://meeting.boardroomlimited.my> on Thursday, 16 June 2022 at 11.00 a.m. The Notice of the 30th AGM together with the Proxy Form are set out in the Annual Report 2021.

The virtual 30th AGM of the Company will be conducted online. Shareholders/proxy(ies) can attend, participate and vote remotely at the 30th AGM through live streaming and online voting using the Remote Participation and Electronic Voting facilities provided by the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd (“BSR”).

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 Details for the 30th AGM of the Company. The completed Proxy Form should be deposited or submitted not less than 24 hours before the time for holding the 30th AGM or no later than Wednesday, 15 June 2022 at 11.00 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.

If you have submitted your Proxy Form and subsequently wish to participate in the live streaming of the 30th AGM by yourself, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy not less than 24 hours before the time for holding the 30th AGM or no later than Wednesday, 15 June 2022 at 11.00 a.m.

Date of Record of Depositors for the purpose of determining members’ entitlement to attend, vote and speak at the 30th AGM of the Company : Tuesday, 7 June 2022

This Circular is dated 29 April 2022

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):

“Act”	Malaysian Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	Annual General Meeting
“Annual Report 2021”	Annual Report 2021 of Pos Malaysia for the financial year ended 31 December 2021
“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 Securities”	Bursa Malaysia Securities Berhad
“Circular”	This Circular dated 29 April 2022
“Constitution”	The Constitution of the Company
“DRB-HICOM”	DRB-HICOM Berhad, the holding company of Pos Malaysia
“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
“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) 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 Act. 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>
“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> <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 Person, is the sole beneficiary;</p>

- (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 subsidiary companies as defined in Section 4 of the Act
“Pos Logistics Group”	Pos Logistics Berhad and its subsidiary companies as defined in Section 4 of the Act
“Pos Malaysia” or “the Company”	Pos Malaysia Berhad
“Pos Malaysia Group” or “the Group”	Pos Malaysia and its subsidiary companies as defined in Section 4 of the Act
“Proposed Mandate Period”	<p>The period commencing immediately upon the passing of the ordinary resolutions for the Proposed Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate at the forthcoming 30th AGM of the Company on 16 June 2022 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 Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate are 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 Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (c) revocation or variation of the Proposed Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate by a resolution passed by the shareholders of the Company at a general meeting
“Proposed New Shareholders’ Mandate”	Proposed shareholders’ mandate for additional Recurrent Related Party Transactions to be entered into during the Proposed Mandate Period
“Proposed Renewal of Shareholders’ Mandate”	Proposed renewal of shareholders’ mandate for the existing Recurrent Related Party Transactions to be entered into during the Proposed Mandate Period

“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, and are not to the detriment of the minority shareholders of the Company; the details of which are set out in Section 2 of this Circular
“Related Party(ies)”	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder. For the purpose of this definition, “Director” and “Major Shareholder” shall have the meaning given in Paragraph 10.02 of the Listing Requirements
“RM”	Ringgit Malaysia
“Share(s)”	Ordinary share(s) in Pos Malaysia
“TSSM”	Tan Sri Dato’ Seri Syed Mokhtar Shah bin Syed Nor, an indirect Major Shareholder of the Company

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TABLE OF CONTENTS

LETTER TO THE SHAREHOLDERS IN RELATION TO:-

- I) **THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- II) **THE PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

	Page
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSALS	
2.1 Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate	1
2.2 Details of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate	
2.2.1 Principal Activities of Pos Malaysia Group	3
2.2.2 Class of Related Parties	4
2.2.3 Nature and Terms of the RRPTs	10
2.2.4 RRPTs Which Do Not Require Renewal of Shareholders' Mandate	16
2.2.5 Review Procedures for the RRPTs	18
2.2.6 Excluded Transactions	19
2.3 Statement by Board Audit Committee	19
2.4 Rationale and Benefit for the RRPTs	20
2.5 The interest of Directors, Major Shareholders and Persons Connected with them	20
2.6 Approval Required	21
2.7 Amounts Due and Owing to Pos Malaysia Group by the Transacting Related Parties Pursuant to the RRPTs	22
3. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE	23
4. DIRECTORS' STATEMENT AND RECOMMENDATION	23
5. AGM	24
6. FURTHER INFORMATION	24
APPENDIX I - FURTHER INFORMATION	25



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

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

29 April 2022

Board of Directors:-

Dato' Sri Syed Faisal Albar bin Syed A.R Albar (*Chairman/Non-Independent Non-Executive Director*)
Datuk Puteh Rukiah binti Abd Majid (*Independent Non-Executive Director*)
Datuk Idris bin Abdullah @ Das Murthy (*Independent Non-Executive Director*)
Sharifah Sofia binti Syed Mokhtar Shah (*Non-Independent Non-Executive Director*)
Ahmad Suhaimi bin Endut (*Non-Independent Non-Executive Director*)
Ahmed Fairuz bin Abdul Aziz (*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*)

To: The Shareholders of POS MALAYSIA

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

Proposed Renewal of Shareholders' Mandate

At the 29th AGM of the Company held on 17 June 2021, the Company obtained a renewal of the shareholders' mandate for the existing RRPTs and a new shareholders' mandate for the new RRPTs from its shareholders allowing for Pos Malaysia Group to enter into RRPTs as disclosed in the preceding year's Circular to Shareholders dated 30 April 2021 ("Shareholders' Mandate").

The said Shareholders' Mandate is expiring at the 30th AGM of the Company, unless the Shareholders' Mandate is renewed at the said AGM.

The Company is proposing to seek a renewal of the Shareholders' Mandate for Pos Malaysia Group to enter into the existing RRPTs at the 30th AGM of the Company.

Proposed New Shareholders' Mandate

In addition to seeking renewal of the Shareholders' Mandate, the Company is also proposing to seek a new Shareholders' Mandate for Pos Malaysia Group to enter into additional RRPTs at the 30th AGM of the Company.

The purpose of this Circular is to provide you with the details of the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate and to seek your approval for the ordinary resolutions in respect thereof which will be tabled at the forthcoming 30th AGM of the Company to be held virtually from Pos Malaysia, Dewan Sri Pos, Level 3, Dayabumi Complex, 50670 Kuala Lumpur, Malaysia as the Broadcast Venue and via the meeting platform at <https://meeting.boardroomlimited.my> on Thursday, 16 June 2022 at 11.00 a.m. The Notice of the 30th AGM together with the Proxy Form are set out in the Annual Report 2021.

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

2. DETAILS OF THE PROPOSALS

2.1 Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate

In compliance with Paragraph 10.09 (2) of the Listing Requirements, the Company proposes to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate which will apply to the RRPTs as set out in Section 2.2.3 below respectively. 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: -

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public; and
- (ii) 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 Listing Requirements.

The Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate if approved by shareholders at the forthcoming 30th AGM of the Company, will be subject to annual renewal. In this respect, any authority conferred following the Proposed Renewal of Shareholders' Mandate and 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 it will lapse, unless by a resolution passed at the meeting whereupon the authority is renewed; 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is the earliest.

The Proposed Renewal of Shareholders' Mandate and 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 each subsequent AGM of Pos Malaysia.

In making the disclosure of the aggregate value of the RRPTs conducted pursuant to the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the Listing Requirements, the Company will provide a breakdown of the aggregate value of the RRPTs made during the financial year in the Company's Annual Report 2021 based on the type of the RRPTs made and the names of the Related Parties involved in each type of the RRPTs made and their relationships with the Group.

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 Securities.

2.2 Details of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate

2.2.1 Principal Activities of Pos Malaysia Group

The principal activity of the Company is 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. Co., Ltd	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	Distribution services
Malaysian Shipping Agencies Sdn Bhd	Malaysia	100	Shipping agencies services, freight and forwarding and other related services
PMB Properties Sdn Bhd	Malaysia	100	Property Investment

Subsidiary Companies	Country of Incorporation	Effective Interest (%)	Principal Activities
PNSL Berhad	Malaysia	100	Shipping agency and chartering services
PNSL Risk Management Sdn Bhd	Malaysia	100	Insurance agency service
Pos Ar-Rahnu Sdn Bhd	Malaysia	100	Ar-Rahnu (Islamic pawn broking)
Pos Aviation Engineering Services Sdn Bhd	Malaysia	100	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
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
Poslaju (M) Sdn Bhd	Malaysia	100	Dormant
Prestige Future Sdn Bhd	Malaysia	100	Consultant and agent marketing services
Pejabat Pos Sdn Bhd	Malaysia	100	Investment holding
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 distribution park

2.2.2 Class of Related Parties

The Proposed Renewal of Shareholders’ Mandate and 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
Alam Flora Sdn Bhd (“Alam Flora”)	Provision of integrated solid waste collection and public cleaning management services	A 97.37%-owned subsidiary of Tunas Pancar Sdn Bhd, effectively a wholly-owned subsidiary of Malakoff Corporation Berhad (“Malakoff”)

Transacting Related Party	Principal Activities	Nature of Relationship
Alam Flora Environmental Services 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
Albukhary International University (“AIU”)	Provision of higher learning education	A company in which TSSM is an indirect Major Shareholder
Altel Communications Sdn Bhd (“Altel”)	Providing network facilities, network services and applications services, mainly in provision of public cellular and mobile internet services	A 100%-owned subsidiary of Sutera Bakti Sdn Bhd (“Sutera Bakti”), a company which TSSM is an indirect Major Shareholder
Altel Group Sdn Bhd (“Altel Group”)	Investment Holding	A 100%-owned subsidiary of Sutera Bakti, a company in which TSSM is an indirect Major Shareholder
AMTEK Holding Berhad (“AMTEK”)	Investment holding and the provision of management services	A company owned by a Person Connected to TSSM
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
Avon Cosmetics (M) Sendirian Berhad (“Avon Cosmetics”)	Sale of cosmetic products, fashion wear, health care supplements and household products	A 30%-owned associate company of Tradewinds Corporation Berhad (“Tradewinds Corporation”)
Bank Muamalat Malaysia Berhad (“BMMB”)	Islamic banking business and the provision of related financial services	A 70%-owned subsidiary of DRB-HICOM
Big Dataworks Sdn Bhd (“Big Dataworks”)	Provision of information service supply, data analytics and software development	A company ultimately owned by Puncak Semangat Sdn Bhd (“Puncak Semangat”), a company in which 70% is owned by a Person Connected to TSSM
Bukhary Equity Sdn Bhd (“Bukhary Equity”)	Investment holding	A company in which TSSM is a direct Major Shareholder
Commerce Dot Com Sdn Bhd (“Commerce Dot Com”)	To design, implement and operate the electronic procurement services (“Eperolehan”) 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
DRB-HICOM Auto Solutions Sdn Bhd (“DHAS”)	Vehicle importation, logistics, vehicle pre-delivery inspection, value added services and sale of vehicles	A 100%-owned subsidiary of DRB-HICOM
DRB-HICOM	Investment holding company with investments in the automotive (including	A Major Shareholder holding 22.10% direct interest and 31.39% indirect interest through HICOM Holdings

Transacting Related Party	Principal Activities	Nature of Relationship
	defence and composite manufacturing), services (including integrated logistics, banking and postal businesses) and properties segments	Berhad (“HICOM Holdings”) in Pos Malaysia
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 Defence Technologies Sdn Bhd (“DHDT”)	Manufacturing, assembly, supply, maintenance, marketing, refurbishment and retrofitting of military and commercial vehicles, equipment and spare parts	A 100%-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
DRB-HICOM Mechatronics Sdn Bhd (“DRBM”)	Manufacturing, assembling and trading of automotive electrical and electronics components	A 100%-owned subsidiary of PHN Industry Sdn Bhd (“PHN Industry”), effectively a wholly-owned subsidiary of DRB-HICOM
Edaran Modenas Sdn Bhd (“Edaran Modenas”)	Distribution of motorcycles and related spare parts and accessories and servicing of motorcycles	A 100%-owned subsidiary of Motosikal Dan Enjin Nasional Sdn Bhd (“MODENAS”), effectively 70% jointly controlled entity of DRB-HICOM
EON	Investment holding and distributor and retailer of motor vehicles	A 100%-owned subsidiary of HICOM Holdings, effectively a wholly-owned subsidiary of DRB-HICOM
EON Auto Mart Sdn Bhd (“EON AM”)	Sale of motor vehicles and related spare parts and servicing of vehicles	A 100%-owned subsidiary of EON, effectively a wholly-owned subsidiary of DRB-HICOM
Euromobil Sdn Bhd (“Euromobil”)	Sale of motor vehicles and related spare parts and servicing of vehicles	A 100%-owned subsidiary of EON, effectively a wholly-owned subsidiary of DRB-HICOM
Gardenia Bakeries (KL) Sdn Bhd (“Gardenia”)	Manufacture of bakery products	A company in which TSSM is an indirect Major Shareholder
Gas Malaysia Berhad (“GMB”)	Provision of Management Services and Investment Holdings	A 30.9%-owned associate company of MMC Corporation Berhad (“MMC”)
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

Transacting Related Party	Principal Activities	Nature of Relationship
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 Polymers Industry	Investment holding	A 100%-owned subsidiary of HICOM Holdings, effectively a wholly-owned subsidiary of DRB-HICOM
HICOM-Teck See Manufacturing Malaysia Sdn Bhd (“HICOM-Teck See”)	Manufacture and sale of thermo plastic and thermo setting products	A 51%-owned subsidiary of HICOM Holdings, effectively 51%-owned subsidiary of DRB-HICOM
HICOM University College Sdn Bhd (“HUC”)	Higher educational and vocational training programme	A 100%-owned subsidiary of DRB-HICOM
Honda Malaysia Sdn Bhd (“Honda Malaysia”)	Investment holding, assembly, manufacture 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 Centre”)	Provision of after sales services, sale of spare parts and automobile workshop	A jointly controlled entity of DRB-HICOM
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 company in which TSSM is an indirect Major Shareholder
JP Logistics Sdn Bhd (“JPL”)	Provision of warehouse and office space, rendering cargo and container handling, freight forwarding, internal and external haulage services, container repairs and maintenance and yard operations	A 100%-owned subsidiary of Johor Port Berhad, which in turn is wholly owned by MMC Port Holdings Sdn Bhd, which in turn is a wholly-owned subsidiary of MMC
Malakoff	Investment holding	A 38.45%-owned associate company of MMC
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

Transacting Related Party	Principal Activities	Nature of Relationship
Mitsubishi Motors Malaysia Sdn Bhd (“Mitsubishi Motors”)	Importation and assembly, distribution and trading of Mitsubishi vehicles, components, spare parts and accessories	A jointly controlled entity of an indirect subsidiary of DRB-HICOM
MMC	The Company Undertakes Mining and Mineral Exploration Activities and Also Derives Income from Its Investments. The Subsidiaries of the Company 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 holds 99.9% equity interest
MODENAS	Manufacture, assemble and distribute motorcycles, related spare parts and accessories	A 70%-jointly controlled entity of DRB-HICOM
MPH Bookstores Sdn Bhd (“MPH Bookstores”)	Retailing of books, magazines, stationeries, compact and video discs, audio and video tapes and related products	A 100%-owned subsidiary of Sutera Bakti, a company in which TSSM is an indirect Major Shareholder
MYTV Broadcasting Sdn Bhd (“MYTV”)	Building and operating the infrastructure and network facilities for Digital Terrestrial Television Services	A 100%-owned subsidiary of Sutera Bakti, a company in which TSSM is an indirect Major Shareholder
Padiberas Nasional Berhad (“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	100% held by Perspective Lane (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 Government agencies and the commercial sector	A company in which TSSM is an indirect Major Shareholder
Perusahaan Otomobil Nasional	Manufacturing, assembly and sales of motor	A 100%-owned subsidiary of PROTON Holdings Berhad, effectively

Transacting Related Party	Principal Activities	Nature of Relationship
Sdn Bhd (“PROTON”)	vehicles and related products	50.1%-owned subsidiary of DRB-HICOM
PHN Industry	Manufacture of stamped metal parts, sub-assembly of automotive components for the motor industry and design manufacture of dies	A 100%-owned subsidiary of HICOM Holdings, effectively a wholly-owned subsidiary 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 50.1%-owned subsidiary of DRB-HICOM
Proton Parts Centre Sdn Bhd (“Proton Parts”)	Trading of motor vehicle components, spare parts and accessories	A 100%-owned subsidiary of Proton Marketing, effectively 50.1%-owned subsidiary of DRB-HICOM
PST Ventures Sdn Bhd (“PST Ventures”)	Investment holding	A company owned by Person Connected to TSSM
Puncak Hartanah Intelek Sdn Bhd (“Puncak Hartanah Intelek”)	Investment in properties and rental of office space	A 100%-owned subsidiary of Commerce Dot Com
Puncak Semangat	Investment holding	A company in which 70% shareholdings is owned by Person Connected to TSSM
PUSPAKOM Sdn Bhd (“PUSPAKOM”)	Inspection of commercial vehicles for roadworthiness and the inspection of other vehicles	A 100%-owned subsidiary of DRB-HICOM
Puspakom Teknik Sdn Bhd (“PTSB”)	Management of billboards and agent for insurance products	A 100%-owned subsidiary of PUSPAKOM, effectively a wholly-owned subsidiary of DRB-HICOM
SRT-EON Security Services Sdn Bhd (“SRT-EON”)	Provision of security services	On 10 May 2021, SRT-EON ceased to be an indirect associated company of DRB-HICOM
The New Straits Times Press (Malaysia) Berhad (“NSTP”)	Publishing and sale of newspapers and investment holding	A 98.17%-owned subsidiary of Media Prima
TMR Media Sdn Bhd (“TMR Media”)	Publication of daily financial newspaper	A company in which TSSM is an indirect Major Shareholder
Tradewinds Corporation	Investment holding, provision of management services, commercial property investment and property development	A company in which TSSM is an indirect Major Shareholder
Tradewinds (M) Berhad (“Tradewinds”)	Provision of management services and investment holding	A company in which TSSM is an indirect Major Shareholder
Tradewinds Plantation Berhad	Investment holding	A company in which TSSM is an indirect Major Shareholder

Transacting Related Party	Principal Activities	Nature of Relationship
("Tradewinds Plantation")		
United Malayan Land Bhd ("UMLB")	Investment holding and the provision of management services	Deemed interested by virtue of TSSM's interest in Seleksi Juang Sdn Bhd pursuant to Section 8 of the Act
Yayasan Al-Bukhary	To receive and administer funds in furtherance and promotion of charitable, education and scientific purposes	Trustee
YHL Trading (KL) Sdn Bhd ("YHL Trading")	Trading, distributing and supplying of rice, sugar and flour	A 33%-owned associate company of BERNAS, a company in which TSSM is an indirect Major Shareholder
Zelan Berhad ("Zelan")	Investment holding	An investment company of MMC, 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 the 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 Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate:-

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)	Estimated aggregate value of transaction during the Proposed Mandated Period (RM'000)
1.	Pos Malaysia Group	HICOM-Teck See	Purchase of trays by Pos Malaysia Group	1,000	0	1,000
			Purchase of pallets by Pos Malaysia Group	600	0	600
			Purchase of pallet Lids by Pos Malaysia Group	2,000	0	2,000
			Purchase of pannier box for motorcycle	10,000	0	10,000
2.	Pos Malaysia Group	MODENAS	Provision of logistics services by Pos Malaysia Group	500	0	500
3.	Pos Malaysia Group	Honda Malaysia	Purchase of vehicles and payment for maintenance of vehicles by Pos Malaysia Group	1,000	0	1,000
		Euromobil		1,000	0	1,000
		Automotive Corporation		80,000	320	80,000
		DHCV		30,000	8	30,000
4.	Pos Malaysia Group	Edaran Modenas	Purchase of motorcycles and payment for parts and maintenance of	15,000	8	15,000

No.	Pos Malaysia and/or its subsidiaries	Transacting related party		Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)	Estimated aggregate value of transaction during the Proposed Mandated Period (RM'000)	
				motorcycles by Pos Malaysia Group				
5.	Pos Malaysia Group	BMMB		Provision of payment gateway by BMMB for PosOnline	50	2	50	
				Provision of Shared Banking Services	600	0	600	
				Renting of retail/ advertisement space at Pos Malaysia's post offices/outlets, land, vehicles, equipment, merchandise, delivery workforce, websites and portals	12	10	15	
6.	Pos Malaysia Group	AFES		Provision of integrated facilities management and maintenance Services by AFES	4,000	2,343	4,000	
7.	Pos Malaysia Group	MPH Bookstores		Stamp and Philately dealers for Pos Malaysia Group	250	0	250	
				Appointment of MPH Bookstores as authorised agent of Pos Malaysia Group for selling of prepaid Pos Laju at MPH outlets	500	0	500	
				Provision of courier services by Pos Malaysia Group	500	248	500	
8.	Pos Malaysia Group	DRB-HICOM subsidiary companies		Provision of Direct Mail services by Pos Malaysia Group	3,000	0	3,000	
		DRB-HICOM associate companies			1,000	0	1,000	
		DRB-HICOM jointly controlled entities			1,000	0	1,000	
		Tradewinds, Tradewinds Plantation and Tradewinds Corporation Group of companies			8,000	0	8,000	
9.	Pos Malaysia Group	GMB		Commission from bills payment collected at Pos Malaysia outlets/ channels	73	13	73	
10.	Pos Malaysia Group	PTSB		Supply and maintenance of automobile associated equipment to Pos Malaysia	5,000	0	5,000	
11.	Pos Malaysia Group	EON AM / EON		Sale of motor vehicles and related spare parts and servicing of vehicles to Pos Malaysia Group	55,000	0	55,000	
12.	Pos Malaysia Group	DRB-HICOM Group of companies	<i>DRB-HICOM Group</i>	(i) Purchase/ leasing of motor vehicles (ii) Supply of related spare parts (iii) Provision of maintenance and other services related to motor vehicles	50,000	118	60,000	
					50,000	17,643		
					60,000	316		
					51,000	0		
			<i>Notes: * Merged</i>					
					<i>DRB-HICOM Leasing</i>			
					<i>DHSD</i>			
					<i>Proton Edar</i>			
13.	Pos Malaysia Group	DRB-HICOM subsidiary companies			2,000	0	2,000	

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)	Estimated aggregate value of transaction during the Proposed Mandated Period (RM'000)
		DRB-HICOM associate companies	Provision of MyDistribution Services by Pos Malaysia Group (formerly known as Provision of distribution services by Pos Malaysia Group)	2,000	0	2,000
		DRB-HICOM jointly controlled entities		3,000	0	3,000
		Bukhary Equity Group of companies		100	(42)	100
		Honda Malaysia		200	0	200
		Proton Parts Centre		200	0	200
		Percetakan Nasional		700	102	700
14.	Pos Malaysia Group	ISUZU Malaysia	Provision of fulfilment services by Pos Malaysia Group (formerly known as Provision of Fulfilment (Warehouse / Courier Logistics for the Distribution of DRB-HICOM associate companies))	2,000	0	2,000
		EON		2,500	0	2,500
15.	Pos Malaysia Group	HICOM Holdings	Provision of Corporate Postal Services by Pos Malaysia Group	50	33	50
		DRB-HICOM associate companies		2,000	0	2,000
		PUSPAKOM		120	84	120
		Glenmarie Properties		85	66	85
		Alam Flora		85	67	85
		DHAS		12	8	12
		HICOM HBPO		12	10	12
		PROTON		300	0	300
		Proton Edar		300	0	300
		BMMB		350	128	350
16.	Pos Malaysia Group	DRBM	Purchase of mechanical & electronic products & services by Pos Malaysia Group	10,000	0	10,000
17.	Pos Malaysia Group	MYTV	Provision of fulfilment services by Pos Malaysia Group (formerly known as Provision of fulfilment services for the distribution of Digital Terrestrial Television Broadcasting Sets to MYTV)	3,000	0	3,000
			Provision of warehousing by Pos Malaysia Group (formerly known as Provision of warehousing, logistic, courier delivery and counter for collection of the Digital Terrestrial TV)	4,000	52	4,000

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)	Estimated aggregate value of transaction during the Proposed Mandated Period (RM'000)
18.	Pos Malaysia Group	HUC	Provision of training and development services by HUC	150	121	300
			Sponsored tuition and administration fees	150	16	90
19.	Pos Malaysia Group	DRB-HICOM Group of companies	Provision of training programmes and training venue to Pos Malaysia Group	300	0	300
20.	Pos Malaysia Group	DRB-HICOM Group of companies	Provision of training facilities and programmes by Pos Malaysia Group	300	0	150
		MMC Corporation Group of companies		0		
		Tradewinds, Tradewinds Plantation and Tradewinds Corporation Group of companies		0		
21.	Pos Malaysia Group	DHDT	Purchase of drones and payment for maintenance of drones by Pos Malaysia Group	10,000	0	10,000
22.	Pos Malaysia Group	TSSM Group of companies	Provision of courier services by Pos Malaysia Group	8,000	5	10,000
		DRB-HICOM Group of companies		10,000	687	3,000
		DRB-HICOM associates companies		5,000	1,822	5,000
23.	Pos Malaysia Group	HICOM Holdings	Provision of management services	4,000	700	4,000
24.	Pos Malaysia Group	Malakoff Group of companies	Provision of energy-saving services at selected premises by Malakoff Group	2,000	135	3,000
25.	Pos Malaysia Group	Altel	Purchase of telecommunication data line and handphone for operational requirements by Pos Malaysia Group	4,800	3,504	8,000
26.	Pos Malaysia Group	Media Prima	Provision of Media Buy for marketing and promotion	2,000	176	3,000
		TMR Media		200	0	200
27.	Pos Ar-Rahnu	BMMB	Appointment of Security Agent for Proposed Reporting of Compliance Certificate	30	21	30
28.	Pos DigiCert	DRB-HICOM Group of companies	Provision and implementation of managed Public Key Infrastructure services by Pos DigiCert	100	0	100
		Big Dataworks		1,000	416	1,000
		Honda Malaysia		15	0	15
		ISUZU Malaysia		15	0	15
		Proton Edar		15	0	15
29.	Pos DigiCert	Commerce Dot Com	Provision and implementation of managed Public Key Infrastructure services and Log Radar for Nextgen E-Perolehan	2,000	603	2,000

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)	Estimated aggregate value of transaction during the Proposed Mandated Period (RM'000)
30.	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	31	50
31.	Datapos	DRB-HICOM Group of companies	Provision of Digital Solutions Services including subscription of Digital Library Solutions, Purchase, Install, Configure and Commission of hardware and software, Data Warehousing	2,000	0	2,000
32.	Datapos	DRB-HICOM Group of companies	Provision of printing, poly-wrapping, enveloping, inserting 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	2,000	765	2,000
		Avon Cosmetics		1,000	0	1,000
		MYTV		1,500	0	1,500
		Altel Group of companies		500	0	500
		Percetakan Nasional		2,500	0	2,500
33.	Datapos	DRB-HICOM Group of companies	Provision of Digital Solutions and other related services including ePresentment, digital library solutions subscription, configuring and commissioning of hardware and software, data warehousing and digital asset repository by Datapos	2,000	0	2,000
		Avon Cosmetics		500	0	500
		MYTV		500	0	500
		Altel Group of companies		500	0	500
		Percetakan Nasional		5,000	0	5,000
34.	Datapos	DRB-HICOM Group of companies	Provision of Pos Solutions Services and Electronic Document Management Services by Datapos (<i>formerly known as Provision of Pos Solutions Services by Datapos</i>)	500	114	500
		BERNAS		200	35	200
		MMC		200	7	200
		AMTEK		100	4	100
		Puncak Semangat Group of companies		500	47	500
		Altel Group		200	4	200
35.	Datapos	Percetakan Nasional	Provision of printing, poly-wrapping, enveloping, inserting 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 to Datapos	5,000	0	5,000

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)	Estimated aggregate value of transaction during the Proposed Mandated Period (RM'000)
36.	Datapos	Percetakan Nasional	Provision of Pos Solutions Services by Datapos	2,000	0	2,000
37.	Datapos	Puncak Hartanah Intelek	Provision of Digital Solutions and other related services including ePresentment, digital library solutions subscription, configuring and commissioning of hardware and software, data warehousing and digital asset repository to Datapos	2,500	435	2,500
38.	Pos Aviation Group	Jasmine Food	Supply of foodstuff for inflight catering to Pos Aviation Group	200	27	200
		YHL Trading		150	0	150
		Gardenia		80	3	80
39.	Pos Aviation Group	GMB	Supply of gas for inflight catering to Pos Aviation Group	50	10	50
40.	Pos Aviation Group	JPL	Renting of office premise by Pos Aviation Group	60	0	60
41.	Pos Aviation Group	Automotive Corporation	Provision of maintenance of vehicles to Pos Aviation Group	30	0	30
42.	Pos Aviation Group	AFES	Provision of garbage collection services	300	78	300
43.	Pos Aviation Group	HUC	Provision of staff training to Pos Aviation Group	100	19	100
44.	Pos Aviation Group	DHSD	Renting of vehicles to Pos Aviation Group	800	487	950
		DRB-HICOM Leasing		40	0	40
45.	Pos Aviation Group	HICOM-Teck See	Supply and deliver of operation equipment to Pos Aviation Group	320	147	500
46.	Pos Aviation Group	Edaran Modenas	Supply of motor vehicles and parts to Pos Aviation Group	50	0	50
47.	Pos Logistics Group	DRB-HICOM Group of companies	Provision of logistics services by Pos Logistics Group	130,000	82,768	170,000
		MMC Group of companies		2,000	0	3,000
		Tradewinds Group of companies		6,000	40,800	36,000
		MYTV		10,000	(17)	150
		Honda Malaysia		20,000	935	11,000
48.	Pos Logistics Group	MMC Group of companies	Payment of port charges	60,000	6,058	20,000
			Rental charges for Vehicle Transit Centre	700	465	700
49.	Pos Logistics Group	Tradewinds Group of companies	Purchase of marine insurance and other services	3,500	1,008	1,500
50.	Pos Logistics Group	ISUZU Service	Purchase of vehicles, services, repair and maintenance	500	212	550
		DHCV		500	240	500

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)	Estimated aggregate value of transaction during the Proposed Mandated Period (RM'000)
				778,804	164,425	638,477

PROPOSED NEW SHAREHOLDERS' MANDATE

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transactions	Estimated aggregate value of transaction during the Proposed Mandated Period (RM'000)
1.	Pos Malaysia Group	Alam Flora	Provision of road safety vehicle tracking solution and IT services (hardware and software) by Alam Flora	2,400
2.	Pos Malaysia Group	DRB-HICOM Group of companies	Provision of Corporate Postal Services	200
		TSSM Group of companies		200
3.	Pos Malaysia Group	PHN Industry	Provision of Direct Mail by Pos Malaysia Group	10
		TSSM Group of companies		1,000
4.	Pos Malaysia Group	Alam Flora	Provision of Courier Services by Pos Malaysia Group	100
		MODENAS		200
		Percetakan Nasional		2,000
		BERNAS		1,000
5.	Pos Malaysia Group	MYTV	Provision of MyDistribution Services	2,000
		Yayasan Albukhary		500
		TSSM Group of companies		500
		BERNAS		1,000
6.	Pos Malaysia Group	TSSM Group of companies	Provision of Fulfilment Services by Pos Malaysia Group	1,000
		DRB-HICOM associates companies		2,000
7.	Pos Malaysia Group	TSSM Group of companies	Provision of Warehousing	15,000
		DRB-HICOM associates companies		2,000
8.	Pos Digidert	BMMB	Provision and implementation of Managed Electronic Know Your Customer (eKYC) services by Pos Digidert Sdn Bhd	500
				31,610

2.2.4 RRPTs Which Do Not Require Renewal of Shareholders' Mandate

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)
1.	Pos Malaysia Group	Glenmarie Properties	Provision of logistics services by Pos Malaysia Group	200	0
		ISUZU Malaysia		500	0
		Mitsubishi Motors		500	0
		Proton Edar		10,000	0
		MPH Bookstore		500	0

No.	Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of transaction	Estimated value as disclosed in the preceding year's Circular to Shareholders (RM'000)	Actual value transacted from the last AGM held on 17 June 2021 to the last practical date, 31 March 2022 (RM'000)
2.	Pos Malaysia Group	Commerce Dot Com	Product purchases via Pos Malaysia's retail digital channel, namely, will and "wasiat" for retail customer, and declaration of "hibah" and trust for properties	1,176	0
3.	Pos Malaysia Group	NSTP	Leasing of industrial premise in Senai	2,300	0
4.	Pos Malaysia Group	Honda Malaysia	Provision of Direct Mail services by Pos Malaysia Group	300	0
		Euromobil		150	0
		Proton Edar		250	0
		Zelan Group of companies		500	0
		Puncak Semangat Group of companies		500	0
		HUC		2,000	0
		AIU		120	0
5.	Pos Malaysia Group	Zelan Group of companies	Provision of MyDistribution Services by Pos Malaysia Group (formerly known as Provision of distribution services by Pos Malaysia Group)	200	0
		Tradewinds, Tradewinds and Tradewinds Corporation Group of companies		1,500	0
		Puncak Semangat Group of companies		100	0
		Malakoff Group of companies		500	0
		MMC Group of companies		500	0
		UMLB Group of companies		100	0
		6.		Pos Malaysia Group	Euromobil
Honda Malaysia	1,000		0		
7.	Pos Malaysia Group	PST Ventures	Provision of tracking solution, IT services and fleet management system (hardware and software)	60,000	0
8.	Pos Malaysia Group	HICOM Polymers Industry	Purchase of vehicles spare parts and wear and tear items by Pos Malaysia Group	5,000	0
9.	Pos DigiCert	BMMB	Provision and implementation of managed Public Key Infrastructure services by Pos DigiCert	200	12
10.	Pos DigiCert	SRT-EON		15	0
11.	Pos Aviation Group	Tradewinds Travel Services	Provision of travelling services	400	0
12.	Pos Aviation Group	HICOM Polymers Industry	Purchase of vehicles spare parts by Pos Aviation Group	300	0
13.	Pos Logistics Group	GMB	Provision of logistics services by Pos Logistics Group	29,000	0
14.	Pos Logistics Group	DRB-HICOM Group of companies	Payment for Rental of vehicles (4WD)	500	13
15.	Pos Logistics Group	MMC Group of companies	Payment for cleaning of export laden containers	720	0
				119,181	25

2.2.5 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:-

- i) 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;
- ii) 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;
- iii) 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;
- iv) 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;
- v) 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;
- vi) All RRPTs amounting to more than RM500,000 are subject to review by the Board Audit Committee and approval of the Board, and are further subject to the provisions in the Listing Requirements and/or the Act, where necessary.
- vii) The Board Audit Committee will review the record maintained by the Company for all RRPTs entered into amounted to less than RM500,000 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.
- viii) 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
- ix) All procurement to be undertaken by the Group are 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 Listing Requirements, in a meeting to obtain the Proposed Renewal of Shareholders' Mandate and 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 2021 of the Company of the aggregate value of transactions transacted during the financial year pursuant to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the Listing Requirements.

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.

2.2.6 Excluded Transactions

Transactions with any Related Party, which do not fall within the ambit of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will be subject to other applicable provisions of the Listing Requirements, the Act 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 2.2.5 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 Benefit for the RRPTs

The Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate are 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 Listing Requirements, 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 Interest of Directors, Major Shareholders and Persons Connected with them

None of the other Directors, Major Shareholders nor Persons Connected with them, have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate, save and except for the following:-

- (i) DRB-HICOM, the holding company of Pos Malaysia.
- (ii) Etika Strategi Sdn Bhd ("Etika Strategi") and TSSM, deemed interested Major Shareholders of Pos Malaysia via the holding company, DRB-HICOM.
- (iii) HICOM Holdings, the Major Shareholder of Pos Malaysia and also a wholly-owned subsidiary of DRB-HICOM.
- (iv) Dato' Sri Syed Faisal Albar bin Syed A.R Albar ("DSFA"), 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.
- (v) Sharifah Sofia binti Syed Mokhtar Shah ("SS"), 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. She is also a daughter of TSSM, the indirect Major Shareholder of Pos Malaysia.
- (vi) 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.

The interested Directors, namely DSFA, SS and DJ (hereinafter referred to as "Interested Directors") who are interested in the Proposed Renewal of Shareholders' Mandate and 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 Renewal of Shareholders' Mandate and 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 Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate at the forthcoming 30th AGM 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 Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate at the forthcoming AGM of the Company in respect of their direct and/or indirect shareholdings, if any.

The direct and indirect shareholdings of the Interested Directors and Interested Major Shareholders in Pos Malaysia as at 31 March 2022 are as follows:-

Name	Direct Interest	%	Indirect Interest	%
<u>Interested Director</u>				
DSFA	-	-	-	-
SS	-	-	-	-
DJ	-	-	-	-
<u>Interested Major Shareholder</u>				
DRB-HICOM	172,997,399	22.10	245,750,751 ^(a)	31.39
HICOM Holdings	245,750,751	31.39	-	-
TSSM	-	-	418,748,150 ^(b)	53.49
Etika Strategi	-	-	418,748,150 ^(c)	53.49

Notes:-

- (a) Deemed interested pursuant to Section 8 of the Act by virtue of its interest in HICOM Holdings.
- (b) Deemed interested pursuant to Section 8 of the Act by virtue of his interest in DRB-HICOM via Etika Strategi.
- (c) Deemed interested pursuant to Section 8 of Act by virtue of its interest in DRB-HICOM.

2.6 Approval Required

The Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate are subject to the approval of the shareholders of the Company at the Company's forthcoming 30th AGM.

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 2021 pursuant to the RRPTs which have exceeded the credit term are as follows:-

Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of Mandated RRPT	Outstanding RRPT Receivables as at 31 December 2021 (which exceeded the credit term) (RM'000)	Outstanding RRPT Receivables as at 31 December 2021 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 DigiCert	Big Dataworks	Provision and implementation of managed Public Key Infrastructure services by Pos DigiCert	52	52	-	-	-
Pos DigiCert	BMMB		34	2	-	32	-
Pos DigiCert	Commerce Dot Com	Provision and implementation of managed Public Key Infrastructure services and Log Radar for Nextgen E-Perolehan	437	437	-	-	-
Pos Logistics	DRB-HICOM Group of companies	Provision of logistics services by Pos Logistics Group	18,311	14,890	1,507	1,914	-
Pos Logistics	Tradewinds Group of companies	Provision of logistics services by Pos Logistics Group	1,985	1,323	312	350	-
Pos Malaysia Group	Percetakan Nasional	Provision of MyDistribution Services by Pos Malaysia Group (formerly known as Provision of distribution services by Pos Malaysia Group)	41	41	-	-	-
Pos Malaysia Group	BMMB	Provision of Corporate Postal Services by Pos Malaysia Group	40	8	32	-	-
Pos Malaysia Group	HICOM Holdings		12	9	3	-	-
Pos Malaysia Group	Alam Flora		30	30	-	-	-
Pos Malaysia Group	Glenmarie Properties		19	16	3	-	-
Datapos	DRB-HICOM Group of companies	Provision of printing, poly-wrapping, enveloping, inserting 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	249	249	-	-	-
Datapos	DRB-HICOM Group of companies	Provision of Pos Solutions Services and Electronic Document Management Services by Datapos (formerly known as Provision of Pos	35	35	-	-	-

Pos Malaysia and/or its subsidiaries	Transacting related party	Nature of Mandated RRPT	Outstanding RRPT Receivables as at 31 December 2021 (which exceeded the credit term) (RM'000)	Outstanding RRPT Receivables as at 31 December 2021 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)
		<i>Solutions Services by Datapos)</i>					
	BERNAS		10	10	-	-	-
	MMC		6	6	-	-	-
	AMTEK		5	5	-	-	-
	Puncak Semangat Group of companies		29	29	-	-	-
	Altel Group		4	4	-	-	-
Datapos	Puncak Hartanah Intelek	Provision of Digital Solutions and other related services including ePresentment, digital library solutions subscription, configuring and commissioning of hardware and software, data warehousing and digital asset repository to Datapos	44	44	-	-	-
		Total	21,343	17,190	1,857	2,296	-

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, engaging Debt Collection Agents and if necessary, 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 RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate do not have any effect on the share capital of Pos Malaysia and will not have any financial effect on the earnings or the net tangible assets of Pos Malaysia Group.

4. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered the rationale and benefits of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate and after careful deliberation, the Directors (save for the Interested Directors) are of the opinion that the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate are 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 resolutions on the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate to be tabled at the forthcoming 30th AGM of the Company.

5. AGM

The ordinary resolutions to vote on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate have been incorporated in the Notice of 30th AGM under the agenda of Special Business as set out in Pos Malaysia's Annual Report 2021. The AGM will be held virtually from Pos Malaysia, Dewan Sri Pos, Level 3, Dayabumi Complex, 50670 Kuala Lumpur, Malaysia as the Broadcast Venue and via the meeting platform at <https://meeting.boardroomlimited.my> on Thursday, 16 June 2022 at 11.00 a.m.

The 30th AGM of the Company will be conducted online. Shareholders/proxy(ies) can attend, participate and vote remotely at the 30th AGM through live streaming and online remote voting using the Remote Participation and Electronic Voting facilities provided by the Company's Share Registrar, BSR.

If you are unable to attend and vote in person at the AGM, you should complete the Proxy Form enclosed in the Annual Report 2021 in accordance with the instructions as set out in the Administrative Details for the 30th AGM of the Company. The completed Proxy Form should be deposited or submitted not less than 24 hours before the time for holding the 30th AGM or no later than Wednesday, 15 June 2022 at 11.00 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.

If you have submitted your Proxy Form and subsequently wish to participate in the live streaming of the 30th AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy not less than 24 hours before the time for holding the 30th AGM or no later than Wednesday, 15 June 2022 at 11.00 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**

Dato' Sri Syed Faisal Albar bin Syed A.R Albar
Chairman

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 inquiries, 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

There are no material contracts (with value of more than RM5.5 million) entered into by Pos Malaysia nor its subsidiaries involving the Directors', chief executive (who is not a Director) and/or Major Shareholders, subsisting as at 31 December 2021, or entered into since the end of 1 January 2021.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

Save as disclosed below, Pos Malaysia Group are not aware of any material litigations, claims or arbitration (with value of more than RM5.5 million), pending or threatened against Pos Malaysia Group.

- 3.1 On 28 September 2020, Gading Sari Aviation Services Limited, a Labuan based company ("Gading Sari") and World Cargo Airline Sdn. Bhd. ("WCA") (collectively referred to as "the Defendants") were served with a Writ of Summons and Statement of Claim, filed at the Kuala Lumpur High Court by the Bank of Utah ("the Plaintiff"). The Bank of Utah is a corporation organised under the laws of State of Utah.

Gading Sari is a wholly owned subsidiary of WCA, and WCA is an associate of Pos Aviation, which in turn is an associate of the Group.

Subsequent to the financial year end, the parties entered into a consent judgment with the Plaintiff as full and final settlement of the dispute between parties.

- 3.2 The Group is defending an action brought by a shipping agency due to termination of contract without notice. If defence against the action is unsuccessful, the claim on business loss and legal costs could amount to approximately RM14,970,000. In the Directors' opinion, disclosure of any further information about the above matters would be prejudicial to the interests of the Group.

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 30th AGM: -

- (i) Constitution of Pos Malaysia;
- (ii) Audited consolidated financial statements of Pos Malaysia for the financial year ended 31 December 2020 and 31 December 2021; and
- (iii) Relevant cause papers in respect of material litigation, claims and arbitration referred to in Section 3 above.

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