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**ASIA MEDIA GROUP BERHAD**  
Registration No. 200801011849 (813137-V)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**  
IN RELATION TO

**PART A**

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES  
("PROPOSED RECURRENT RELATED PARTY TRANSACTIONS")**

**PART B**

**THE PROPOSED CHANGE OF COMPANY'S NAME FROM "ASIA MEDIA GROUP BERHAD" TO  
"MMM GROUP BERHAD" ("PROPOSED CHANGE OF COMPANY NAME")**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Notice of Extraordinary General Meeting ("EGM") of the Company and the Proxy form are enclosed in this Circular. The EGM of the Company will be held on 27 March 2024.

If you decide to appoint a proxy to attend and vote on your behalf at the EGM, the Proxy Form should be completed and lodged at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 not less than 48 hours before the time appointed for the EGM or at any adjournment thereof. The lodging of the Form of Proxy for the EGM will not preclude you from attending and voting at the fully virtual EGM should you subsequently decide to do so.

Last date and time for lodging the Proxy Form	:	Monday, 25 March 2024 at 10.00 a.m.
Date and time of EGM	:	Wednesday, 27 March 2024 at 10.00 a.m.
Venue	:	Unit 15-1, Menara Choy Fook On, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan

This Circular is dated 5 March 2024

## DEFINITIONS

Unless otherwise stated, the following definitions shall apply throughout this Circular:

Act	:	The Companies Act 2016, including all amendments made from time to time and any re-enactment thereof
EGM	:	Extraordinary General Meeting
Audit Committee	:	The duly constituted audit committee of the Company.
Asia Media or Company	:	Asia Media Group Berhad (200801011849 [813137-V])
Asia Media Group or Group	:	Asia Media and its subsidiaries (as defined in Section 4 of the Act)
Board	:	Board of Directors of the Company
Bursa Securities	:	Bursa Malaysia Securities Berhad
Director	:	A person as defined in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the 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
DOOH	:	Digital Out of Home  DOOH advertising is specifically intended to reach consumers outside their homes and is presented through digital infrastructure.
Listing Requirements	:	The Main Market Listing Requirements of the Bursa Securities including any amendment thereto that may be made from time to time.
Major Shareholder	:	A person who has (which includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon) an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:-  (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.  For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act.
MMM Media ("MMMM")	:	MMM Media Sdn Bhd (formerly known as Asia Media Sales and Marketing Sdn Bhd) (201901039339 [1348669-W])
NA	:	Net Assets
Person Connected	:	In relation to any person means such person who falls under any one of the following categories:  (a) a family member of the said Person;  (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;  (c) a partner of the said Person;

- (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
- (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
- (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
- (g) a body corporate which is a related corporation of the said Person.

Proposed New Shareholders' Mandate	Asia Media to seek its shareholders' approval for the Proposed New Shareholders' Mandate to enable the Group to enter into the RRPTs pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements as set out in Section 2.5 herein
Recurrent RPTs	: Recurrent related party transactions of a revenue or trading nature with Related Parties which are necessary for the day-to-day operations as well as in the ordinary course of business of the Group and are on terms not more favourable to the Related Parties than those general available to the public.
Related Party	: A Director, Major Shareholder and/or person connected with such Director or Major Shareholder.
RM and Sen	: Ringgit Malaysia and Sen respectively

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NOTICE OF EGM ENCLOSED

FORM OF PROXY ENCLOSED

**PART A**

**LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED RECURRENT RELATED PARTY  
TRANSACTIONS**



ASIA MEDIA GROUP BERHAD  
Registration No. 200801011849 (813137-V)  
(Incorporated in Malaysia)

REGISTERED OFFICE  
No.18-2, Jalan 2/114,  
Kuchai Business Centre  
Off Jalan Klang Lama,  
58200 Kuala Lumpur

Date : 5 March 2024

**BOARD OF DIRECTORS**

YBhg. Dato' Rosni Binti Zahari (Chairman / Independent Non-Executive Director)  
Tan Chia Hong @ Gan Chia Hong (Executive Director cum Chief Executive Officer)  
Chen, Jui-Liang (Executive Director)  
YBhg. Datuk Chiu Tiang Chai (Non-Independent Non-Executive Director)  
Oh Teik Keng (Independent Non-Executive Director)  
Tan Choon Fuh (Independent Non-Executive Director)

To : The Shareholders of Asia Media Group Berhad

Dear Sir / Madam

**PROPOSED SHAREHOLDERS' MANDATE FOR THE COMPANY AND ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED RECURRENT RELATED PARTY TRANSACTIONS")**

**1. INTRODUCTION**

On 8 January 2024, the Company announced its intention to seek the approval of shareholders at the forthcoming EGM for the Proposal, which is essentially made up of seeking shareholders' mandate for substantially all the Recurrent RPTs with the Related Party whose particulars appear in Section 2.4.

Further details of the Proposed Recurrent Related Party Transactions are set in the ensuing sections

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION PERTAINING TO THE PROPOSED RECURRENT RELATED PARTY TRANSACTIONS TOGETHER WITH THE RECOMMENDATION OF OUR BOARD AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING THERETO, WHICH TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE SET OUT IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSAL TO BE TABLED AT OUR FORTHCOMING EGM.**

**2. DETAILS OF THE PROPOSAL**

**2.1 The Listing Requirements and Duration**

Pursuant to and in compliance with Part E, Paragraph 10.09 and Practice Note 12 of the Listing Requirements, Asia Media proposes to seek the approval of shareholders for the Proposal.

The Proposal, which will be subject to annual renewal, will if approved, continues to be in force until:

- (a) the conclusion of the next AGM of the Company (unless by a resolution or resolutions passed at the said AGM, the authority is renewed);
- (b) the expiry of the period within which the next AGM of the Company following the forthcoming AGM at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Act, without regard to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by a resolution or resolutions passed by shareholders of the Company in general meeting;

whichever is the earliest.

## 2.2 Additional Requirements

Pursuant to Paragraph 10.09 of the Listing Requirements, such mandate sought and if procured, shall be subject to the following:

- (a) the subject transactions shall be 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 where:-
  - (i) the consideration value of the assets, capital outlay or costs of the Recurrent RPTs is RM1.0 million or more; or
  - (ii) the percentage ratio of such Recurrent RPTs is 1% or more,

whichever is the lower.

- (c) disclosure will be made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the Recurrent RPTs made during the financial year, including amongst others, the type of Recurrent RPTs and the names of the Related Parties involved in each type of the Recurrent RPTs entered into and their relationships with the Company; and
- (d) in a meeting to obtain a renewal of the shareholders' mandate, interested Related Parties must not vote on the resolutions giving such mandate. Interested Directors and Major Shareholders must also ensure that persons connected with them abstain from voting on such resolutions.

## 2.3 Principal Activities of Asia Media Group

The principal activity of Asia Media is investment holding. The following subsidiary company, and its principal activities, is as follows:-

Name of Company	Equity Interest (%)	Principal Activities
MMM Media Sdn Bhd ("MMMM") <i>(formerly known as Asia Media Sales &amp; Marketing Sdn. Bhd.)</i>	100	Provision of billboard and advertising services
MMM Creative Sdn. Bhd.	100	Advertising
MMM Digital Sdn. Bhd.	100	Renting out of advertising equipment
MMM Branding & Trading Sdn. Bhd. <i>(Formerly known as MMM Innovation Sdn. Bhd.)</i>	100	Development and provision of creative media technology

Avata Media Sdn. Bhd.	70	To carry on the business of media, advertising and marketing in billboard, digital billboards, led panels and other various form of printed media and digital media
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## 2.4 The Related Parties and Their Relationships with The Company

The Recurrent RPTs for which the mandate of the shareholders is being sought are particularly in respect of transactions to be entered into by MMMM with persons or parties connected with the Directors and/or Major Shareholders, being as follows:

- Ace World Development Sdn Bhd (201501021383 [1146711-U]) ("AWD"), a company incorporated on 1 June 2015 and engaged in investment holding, property dealing and development in which Mr. Tan Chia Hong @ Gan Chia Hong, a Director and Substantial Shareholder of Asia Media, is also a Director and Shareholder in AWD. He holds 25% in AWD and his three brothers, namely Tan Chia Shuen @ Gan Chia Shuen, Gan Chia Wong and Gan Chia Hee, each holds 25% in AWD.
- HQ City Sdn Bhd (202001031878 [1388198-W]) ("HQC"), a company incorporated on 8 October 2020 and engaged in property holdings in which Mr. Tan Chia Hong @ Gan Chia Hong, a Director and Substantial Shareholder of Asia Media, is also a Director and Shareholder in HQC. He holds 50% in HQC and his spouse, Chiu Yian Ching, holds the remaining 50% in HQC.
- Massive View Sdn Bhd (201301009181 [1039023-T]) ("MVS"), a company incorporated on 19 March 2013 and engaged in investment holding in which Mr. Tan Chia Hong @ Gan Chia Hong, a Director and Substantial Shareholder of Asia Media, is also a Director and Shareholder in MVS. He holds 50% in MVS and his brother, Gan Chia Hee, holds the remaining 50% in MVS.

## 2.5 The Nature of Transactions Contemplated under the Proposal

The Recurrent RPTs covered by the Proposal are transactions to be undertaken by the Group relating to the provision of or obtaining from such Related Parties, products and services in the normal course of business of the Group, as follows:-

Nature of transaction	Transacting Parties	Estimated Value from the day of the forthcoming EGM until the AGM in the year 2024 <sup>@</sup> (being the validity period of the mandate) (RM)	Transacting Related Parties	Interested Director, Major Shareholders and persons connected
MMMM to act as the exclusive marketing agent to market, promote and operate the digital billboards owned by AWD. Profit generated from selling the advertising space on these billboards to be shared as follows: 60% to AWD and 40% to MMMM	MMMM	RM950,000	AWD	Grand Portfolio Sdn Bhd, Tan Chia Hong @ Gan Chia Hong, Tan Chia Shuen @ Gan Chia Shuen, Gan Chia Wong, Gan Chia Hee
MMMM to act as the exclusive marketing agent to market, promote and operate the digital billboards owned by HQC. Profit generated from selling the advertising space on these billboards to be shared as follows: 60% to HQC and 40% to MMMM	MMMM	RM460,000	HQC	Tan Chia Hong @ Gan Chia Hong, Chiu Yian Ching



MMMM to act as the exclusive marketing agent to market, promote and operate the digital billboards owned by MVSB. Profit generated from selling the advertising space on these billboards to be shared as follows: 60% to MVSB and 40% to MMMM	MMMM	RM200,000	MVSB	Tan Chia Hong @ Gan Chia Hong, Gan Chia Hee
<b>Total</b>		<b>RM1,610,000</b>		

Notes

@ From the date of forthcoming EGM up to date of the next AGM. The estimated value for mandate is based on management forecast of projects that have been undertaken and anticipated projects to be secured. The estimated value is subject to changes.

1. The next AGM will be held tentatively in August/September 2024
2. The estimated value for mandate is based on management forecasts of projects and information available at the point of estimation. The actual value of the transactions may vary from the estimated value disclosed above.
3. Profit generated from selling the advertising space on the digital billboards will be shared as follows: 60% to billboard owners and 40% to MMMM. The profit sharing ratio is arrived at based on normal commercial terms and on an arm's length basis.
4. The profit entitlement will be distributed every month.

Asia Media, through its subsidiary MMM Media, intends to enter into exclusive media partnership agreements with AWD, HQC and MVSB to market and promote their respective billboard businesses. The partnership will be structured on a profit-sharing basis. MMM Media will be given exclusive rights to operate the billboards. The arrangement will be on a profit-sharing basis, with 60% going to the billboard owners and 40% going to Asia Media Group

Pursuant to Rule 10.09(2) of the Listing Requirements, the Company will immediately announce to Bursa Securities when the actual value of the RRPTs entered into by the Company exceeds the estimated value of the RRPTs disclosed in this Circular by 10% or more.

## 2.6 The Methods and Procedures By Which Transaction Prices Are Determined

The Asia Media Group shall continue to implement the following methods and procedures by which transaction prices are determined. They are to help ensure that Recurrent RPTs are undertaken on terms not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders:

- (a) the list of Related Parties will be circulated within Asia Media Group and all Related Parties will be notified that Recurrent RPTs are required to be undertaken with the Group on terms no less favourable than the usual terms offered to their favoured clients;
- (b) transaction prices and terms shall be at prevailing market rates as determined by market forces, demand and supply, quality of the products and services and other relevant factors. Where practical and feasible, quotations and tenders will be obtained from third parties to ascertain competitive transaction prices;
- (c) records shall be maintained by the Company to capture all Recurrent RPTs which are undertaken pursuant to the shareholders' mandate;
- (d) the annual internal audit plan shall incorporate a review of all Recurrent RPTs entered into pursuant to the shareholders' mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;

- (e) the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor Recurrent RPTs have been complied with; and
- (f) the Board and the Audit Committee shall be responsible for determining the review procedures and may delegate such functions relating thereto to individuals or committees within the Company as they deem appropriate. If a member of the Board or Audit Committee has an interest, as the case may be, he will abstain from any decision making by the Board or Audit Committee in respect of the said transaction.

There is no specific threshold for approval of the Recurrent RPTs within the Asia Media Group. All Recurrent RPTs are reviewed and authorised by personnel of at least senior managerial level, provided always that such personnel has no interest in the transaction and the said transaction has been approved pursuant to the shareholders' mandate obtained in the general meeting for the Recurrent RPTs.

### **3. AUDIT COMMITTEE STATEMENT**

The Audit Committee has seen and reviewed the methods and procedures in Section 2.6 above and is of the view that the said methods and procedures are sufficient to help ensure that the Recurrent RPTs will not be more favourable to the Related Parties than those generally available to the public and will not be detrimental to the minority shareholders of the Company. A member of the Audit Committee will abstain from participating in the Audit Committee's review of those Recurrent RPTs in which he/she has any interest.

In view of Datuk Chiu Tiang Chai being an interested party due to his indirect interest held via Mr. Tan Chia Hong @ Gan Chia Hong and his relationship being a father-in-law of Mr. Tan Chia Hong @ Gan Chia Hong, he abstained from participation in the Audit Committee's review of the Recurrent RPTs.

The Asia Media Group has in place adequate procedures and processes to monitor, track and identify Recurrent RPTs in a timely and orderly manner. The Audit Committee of Asia Media Group conducts the review of these procedures and processes on annual basis.

### **4. RATIONALE**

As DOOH advertising is a growing market globally and in Malaysia, Asia Media Group wishes to expand its business in this market. However, as DOOH advertising is a capital-intensive business which requires large amount of upfront capital investment on assets (i.e digital billboards), this is hindering the Group from growing the DOOH business.. Also, as the Group is still undergoing internal restructuring process, it prefers to conserve its cash flow for contingencies prior to obtaining the approval for the Regularisation Plan. The proposed related party transactions will allow the Group to generate additional income and cash flow without incurring any capital expenditure.

The related party transactions envisaged in the Proposal are in the ordinary course of business of the Asia Media Group and of a recurring nature. The Proposal on an annual renewal basis will dispense with the necessity to convene General Meetings from time to time to seek shareholders' approval when potential recurrent transactions with Related Parties arise. This will result in substantial time and cost savings, without either compromising corporate objectives or affecting business opportunities available to the Group.

The Recurrent RPTs, as outlined in Section 2.5 above, are made on arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and which are not prejudicial to the interest of the shareholders.

The Recurrent RPTs are intended to meet the business requirements of the Group at the best possible terms as well as to explore other beneficial business opportunities. These transactions allow the Group to ensure it meets the operational needs of premises occupancies that are conducive to the Group to operate in and to meet its requirement as it expands the Group's business growth.

### **5. FINANCIAL EFFECTS**

The Proposal will not have any effect on share capital and is not expected to have any material effect on NA and earnings of the Asia Media Group.

## 6. APPROVAL REQUIRED

The Proposal is subject to approval of the shareholders of the Company at the forthcoming EGM to be convened.

## 7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

The interests, direct or indirect, of the interested Related Parties (being the Director, Major Shareholders and/or persons connected with a Director or Major Shareholder) in the Proposal and their respective shareholdings in the Company as at 12 December 2023, are summarised as follows:

Interested Directors / Interested Major Shareholders/Persons Connected	No. of ordinary shares in the Company				Notes
	Direct	%	Indirect	%	
Grand Portfolio Sdn Bhd	38,953,900	12.513	-	-	-
Tan Chia Hong @ Gan Chia Hong	-	-	29,569,660	9.499	Note 1
Datuk Chiu Tiang Chai	-	-	26,817,660	8.615	Note 2
Wise Net Resources Holding (M) Sdn Bhd	17,226,600	5.534	-	-	-
Tan Chia Shuen @ Gan Chia Shuen	1,660,000	0.533	-	-	Note 3
Gan Chia Wong	1,092,000	0.351	-	-	Note 4
Gan Chia Hee	-	-	-	-	Note 5
Chiu Yian Ching	-	-	-	-	Note 6

### Note 1

- i. Deemed interest of 23,372,340 shares held through Grand Portfolio Sdn Bhd where Mr. Tan Chia Hong @ Gan Chia Hong has 60% direct interest in the total issued shares.
- ii. Deemed interest of 1,660,000 shares held by Gan Chia Shuen, the brother of Mr. Tan Chia Hong @ Gan Chia Hong.
- iii. Deemed interest of 1,092,000 shares held by Gan Chia Wong, the brother of Mr. Tan Chia Hong @ Gan Chia Hong.
- iv. Deemed interest of 3,445,320 shares held through Wise Net Resources Holding (M) Sdn Bhd where Mr. Tan Chia Hong @ Gan Chia Hong has 20% direct interest in the total issued shares.

### Note 2

Datuk Chiu Tiang Chai is the father-in-law of Mr. Tan Chia Hong @ Gan Chia Hong.

### Note 3

Tan Chia Shuen @ Gan Chia Shuen is the brother of Mr. Tan Chia Hong @ Gan Chia Hong.

### Note 4

Gan Chia Wong is the brother of Mr. Tan Chia Hong @ Gan Chia Hong.

### Note 5

Gan Chia Hee is the brother of Mr. Tan Chia Hong @ Gan Chia Hong.

### Note 6

Chiu Yian Ching is the spouse of Mr. Tan Chia Hong @ Gan Chia Hong.

The Interested Directors and Interested Major Shareholder will abstain from voting in respect of their direct and indirect shareholdings, if any in the Company at the forthcoming AGM approving the resolution on the Proposed New Shareholders' Mandate. They have also undertaken to ensure that persons connected to them will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the said Proposed New Shareholders' Mandate at the forthcoming AGM.

There is no amount due and owing to the Asia Media Group by its related parties under the Recurrent RPTs which exceeded the credit term for the financial year ended 31 March 2023.

## **8. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board (with the exception of the Directors as set out in Section 7 above) is of the opinion that the Proposal is in the best interest of the Company and its shareholders and is not to the detriment of minority shareholders.

Accordingly, the Directors (with the exception of the Directors set out in Section 7 above) recommend that shareholders vote in favour of the Ordinary Resolution pertaining to the Proposal at the forthcoming EGM.

## **9. EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting ("EGM") of the Company will be held at Unit 15-1, Menara Choy Fook On, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on 27 March 2024 at 10.00 a.m.

If you are unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 not less than 48 hours before the date and time set for holding the EGM as indicated above or any adjournment thereof.

The lodgement of the Form of Proxy shall not preclude you from attending and voting at the EGM should you subsequently wish to do so.

## **10. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix I for further information.

**Yours faithfully,  
For and on behalf of the Board of Directors of  
Asia Media Group Berhad**

Dato' Rosni Binti Zahari  
Independent Non-Executive Chairman.

**PART B**

**LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED CHANGE OF COMPANY NAME**



ASIA MEDIA GROUP BERHAD  
Registration No. 200801011849 (813137-V)  
(Incorporated in Malaysia)

REGISTERED OFFICE  
No.18-2, Jalan 2/114,  
Kuchai Business Centre  
Off Jalan Klang Lama,  
58200 Kuala Lumpur

Date : 5 March 2024

**BOARD OF DIRECTORS**

YBhg. Dato' Rosni Binti Zahari (Chairman / Independent Non-Executive Director)  
Tan Chia Hong @ Gan Chia Hong (Executive Director cum Chief Executive Officer)  
Chen, Jui-Liang (Executive Director)  
YBhg. Datuk Chiu Tiang Chai (Non-Independent Non-Executive Director)  
Oh Teik Keng (Independent Non-Executive Director)  
Tan Choon Fuh (Independent Non-Executive Director)

To : The Shareholders of Asia Media Group Berhad

Dear Sir / Madam

THE PROPOSED CHANGE OF COMPANY'S NAME FROM "ASIA MEDIA GROUP BERHAD" TO "MMM GROUP BERHAD"

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**1. INTRODUCTION**

On 3 January 2024, the Company announced that the Company Proposes to change its name from "Asia Media Group Berhad" to "MMM Group Berhad"

Further details of the Proposed Change of Company Name are set in the ensuing sections

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION PERTAINING TO THE PROPOSED CHANGE OF COMPANY NAME TOGETHER WITH THE RECOMMENDATION OF OUR BOARD AND TO SEEK YOUR APPROVAL FOR THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED CHANGE OF COMPANY NAME TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE SET OUT IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CAREFULLY BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSAL TO BE TABLED AT OUR FORTHCOMING EGM.**

**2. DETAILS OF THE PROPOSAL**

The Board proposes to change the Company's Name from "Asia Media Group Berhad" to "MMM Group Berhad". The proposed name of MMM GROUP BERHAD was reserved and approved by the Companies Commission of Malaysia ("CCM") on 27 December 2023. The Proposed Change of Name, if approved by the shareholders, will be effective from the date of issuance of the Notice of Registration of New Name by CCM.

### **3. RATIONALE FOR THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name is to reflect a new corporate identity under the Company's business activities and brand image as well as to further enhance the marketability of our product.

### **4. EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name will not have any effect on the Company's issued share capital, net assets per Share, gearing, earnings and earnings per share of the Group.

### **5. APPROVALS REQUIRED**

The Proposed Change of Company Name is subject to approval being obtained from Shareholders at the forthcoming EGM.

The Proposed Change of Name, if approved by Shareholders, will take effect from the date of issuance of the Notice of Registration of New Name by the CCM to the Company.

### **6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST**

None of the Directors, major shareholders of Asia Media and/or persons connected with them has any interest, whether direct or indirect, in the Proposed Change of Company Name.

### **7. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board, having reviewed and considered the rationale for the Proposed Change of Company Name, is of the opinion that the Proposed Change of Company Name is in the best interest of the Company.

Accordingly, the Board recommends that you vote in favour of the special resolution pertaining to the Proposed Change of Company Name to be tabled at the forthcoming EGM.

### **8. EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting ("EGM") of the Company will be held at Unit 15-1, Menara Choy Fook On, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on 27 March 2024 at 10:00 a.m.

If you are unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 not less than 48 hours before the date and time set for holding the EGM as indicated above or any adjournment thereof.

The lodgement of the Form of Proxy shall not preclude you from attending and voting at the EGM should you subsequently wish to do so.

### **9. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix I for further information.

**Yours faithfully,  
For and on behalf of the Board of Directors of  
Asia Media Group Berhad**

Dato' Rosni Binti Zahari  
Independent Non-Executive Chairman.

## Further Information

**1. Directors' Responsibility Statement**

This Circular has been seen and approved by the directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no facts, the omission of which would make any statement herein misleading.

**2. Material Litigation**

- 1) KUALA LUMPUR HIGH COURT POST WINDING UP PETITION NO.: WA-28W-214-07/2021 | WA-28PW-308-06/2022 | WA-28PW-704-12/2022 | WA-28PW-165-04/2023

On 14 December 2017, Plisch Broadcast Asia Pacific Pte. Ltd. ("Plisch") filed a Writ of Summons and Statement of Claim in the Shah Alam High Court (Suit No. BA-22NCvC-729-12/2017) against Asia Media Sdn Bhd ("AMSB"), a wholly-owned subsidiary of ASIA MEDIA, in relation to outstanding sum owing for the supply, installation and commissioning of transmitter devices which AMSB purportedly has not paid to Plisch. AMSB filed for counter claim.

At the conclusion of the trial on 31 May 2019, the High Court issued the judgment order on 7 August 2019 on Plisch's claim and AMSB's counter claim. Both parties were dissatisfied with the Judgment. Subsequently, Plisch and AMSB filed Notices of Appeal at the Court of Appeal on 5 September 2019 against the entire Judgment (Appeal No. B-02(NCVC)(W)-1615-08/2019 and Appeal No. B-02(NCVC)(W)-1696-08/2019 respectively).

Plisch eventually proceeded to execute the Judgement dated 7 August 2019 by way of a Winding Up Petition No. WA-28NCC-219-02/2020 against AMSB.

On 9 April 2021, the Learned Judge granted a Winding-Up Order against AMSB with cost of RM5,000.00 to be paid from assets of AMSB. The Official Receiver was appointed as the Interim Liquidator of AMSB to call in the assets and to pay of AMSB's debts.

On 29 July 2021, ASIA MEDIA filed an application in the Kuala Lumpur High Court vide the Post Winding Up Petition No. WA-28W214-07/2021, in relation to the winding up case against its subsidiary Asia Media Sdn Bhd (in Liquidation) ("AMSB"), to appoint a Private Liquidator in place of the Official Receiver. The application was opposed by the Petitioner, Plisch Broadcast Asia Pacific Pte Ltd.

Subsequent to the case management on 10 February 2022, further case managements were held on 24 March 2022, 21 April 2022 and 26 May 2022.

Peakmax Sdn Bhd ("Peakman"), a purported creditor of AMSB, filed an application to intervene in the case. Since Peakmax's application is defective, the Insolvency Department at the case management on 26 May 2022 proposed that both Peakmax and ASIA MEDIA withdraw their respective applications with no order as to cost and with liberty to file afresh, of which ASIA MEDIA agreed.

On 28 June 2022, ASIA MEDIA filed a fresh application in the Kuala Lumpur High Court vide the Post Winding Up Petition No. WA28PW-308-06/2022 to appoint a Private Liquidator in place of the Official Receiver. The case was fixed for case management on 20 July 2022.

At the case management on 20 July 2022, the Court fixed the case for further case management on 23 August 2022 to allow the Official Receiver to set a First Creditors' Meeting. At the case management on 23 August 2022, the Court fixed the hearing on 4 November 2022.

During the hearing on 4 November 2022, the High Court allowed ASIA MEDIA's withdrawal of the application to nominate the Private Liquidator with no order as to costs and with liberty to file afresh.

On 23 December 2022, ASIA MEDIA filed a fresh application to the Kuala Lumpur High Court vide the Post Winding Up Petition No. WA-28PW-704-12/2022 to nominate new Private Liquidators of AMSB in place of the Official Receiver.



Subsequently, during the hearing on 27 January 2023, the Kuala Lumpur High Court Judge granted order for the appointment of the Private Liquidators of AMSB to replace the Official Receiver which was appointed by the Court during the Winding-Up Order against AMSB on 9 April 2021.

On 11 April 2023, Peakmax filed a Notice of Motion (Application to Set Aside Order) (WA-28PW-165-04/2023) in the Kuala Lumpur High Court to set aside the Order granted on 27 January 2023. A case management was held on 3 May 2023 and, subsequently, fixed for further case management on 20 June 2023.

On 20 June 2023, the Kuala Lumpur High Court allowed Peakmax's Application to include AMSB as a party to the suit. The Court fixed the suit for further case management on 20 July 2023. Subsequently, the Court fixed the matter for further case management on 11 August 2023.

During the case management on 11 August 2023, the Kuala Lumpur High Court fixed the matter for hearing on 27 September 2023.

At the case management on 27 September 2023, the Kuala Lumpur High Court informed that it will render the decision in respect of Peakmax's Application on 29 November 2023. Subsequently, the Court rescheduled its decision to 11 January 2024 and, eventually, postponed its decision to 1 March 2024.

On 29 February 2024, the Kuala Lumpur High Court informed that its decision will be postponed to a further date, which will be determined at a later time.

### **3. Material Contracts**

Save as disclosed below, neither the Company nor any of its subsidiary companies has entered into any material contracts, not being contracts entered into in the ordinary course of business, during the two (2) years immediately preceding the date of this Circular.

### **4. Documents for Inspection**

Copies of the following documents are available for inspection during normal working hours (except public holidays) at the Registered Office of the Company at No.18-2, Jalan 2/114, Kuchai Business Centre Off Jalan Klang Lama, 58200 Kuala Lumpur, from the date of this Circular up to and including the date of the forthcoming EGM:

- (a) the Constitution of the Company;
- (b) the audited consolidated accounts of the ASIA MEDIA Group for the past 2 financial periods, 31 March 2022 and 31 March 2023 respectively;
- (c) the relevant cause papers in respect of material litigation referred to in Section 2 above.





**ASIA MEDIA GROUP BERHAD**

Registration No. 200801011849 (813137-V)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting [“EGM”] of the Company will be convened and held at Unit 15-1, Menara Choy Fook On, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 27 March 2024 at 10.00 a.m. to transact the following businesses:

**ORDINARY RESOLUTION**

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

“THAT subject always to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to give effect to the specific recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2 of the Circular to Shareholders dated 5 March 2024, provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out on arm’s length basis, in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by a resolution passed by the shareholders of the Company in a general meeting;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Shareholders’ Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities.”

**SPECIAL RESOLUTION**

**PROPOSED CHANGE OF COMPANY’S NAME FROM “ASIA MEDIA GROUP BERHAD” TO “MMM GROUP BERHAD”**

“THAT the name of the Company be changed from “ASIA MEDIA GROUP BERHAD” to “MMM GROUP BERHAD” with effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company (“Proposed Change of Name”) AND THAT the Constitution of the Company shall be amended to replace all references therein from “ASIA MEDIA GROUP BERHAD” with “MMM GROUP BERHAD” subject to and upon issuance of the relevant Certificate of Change of Name by the Companies Commission of Malaysia at a later date..

AND THAT the Directors and/or the Secretary of the Company be hereby authorised to take all such necessary steps to give effect to the Proposed Change of Company Name and to carry out all the necessary formalities in effecting the Proposed Change of Company Name.”

**BY ORDER OF THE BOARD**

**TAN KOK SIONG (LS0009932)**  
**(SSM Practising Certificate No. 202008001592)**  
Company Secretary

Kuala Lumpur  
5 March 2024

**NOTES:-**

1. *A member of the Company entitled to attend and vote at this meeting may appoint not more than two (2) proxies to vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.*
2. *Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.*
3. *A proxy may but need not be a member of the Company.*
4. *If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its attorney.*
5. *The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified true copy thereof shall be deposited at the Company's Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time set for the meeting.*
6. *Depositor whose name appears on the Record of Depositors as at 20 March 2024 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at the meeting.*
7. *All resolution(s) at the Extraordinary General Meeting or any adjournment thereof shall be voted by poll.*



**ASIA MEDIA GROUP BERHAD**  
Registration No. 200801011849 (813137-V)  
(Incorporated in Malaysia)

**PROXY FORM**

I/We \_\_\_\_\_ NRIC/ Passport/ Registration No. \_\_\_\_\_  
of \_\_\_\_\_  
[Full name in block as per NRIC/Passport]  
[Address]  
Email Address: \_\_\_\_\_ Contact No.: \_\_\_\_\_

being member(s) of **Asia Media Group Berhad**, hereby appoint:-

Full Name (in Block as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address:		Contact No.:	

and/or^

Full Name (in Block as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address:		Contact No.:	

or failing him/her, the Chairman of the Meeting, as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the Extraordinary General Meeting ("EGM") of the Company. The EGM will be convened and held at Unit 15-1, Menara Choy Fook On, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 27 March 2024 at 10.00 a.m. and at any adjournment thereof.

\*My/our proxy is to vote as indicated hereunder.

Resolution		For	Against
Ordinary Resolution	Proposed Shareholders' Mandate		
Special Resolution	Proposed Change of Company Name.		

Please indicate with an 'X' in the appropriate box against each Resolution how you wish your proxy to vote. If no instruction is given, this form will be taken to authorise the proxy to vote at his/her discretion.

First Proxy	%
Second Proxy	%
Total :	100%

No. of Share Held :	
CDS A/C No.	

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Signature

**NOTES:-**

1. A member of the Company entitled to attend and vote at this meeting may appoint not more than two (2) proxies to vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
2. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
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4. If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its attorney.
5. The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified true copy thereof shall be deposited at the Company's Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time set for the meeting.
6. Depositor whose name appears on the Record of Depositors as at 20 March 2024 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at the meeting.
7. All resolution(s) at the Extraordinary General Meeting or any adjournment thereof shall be voted by poll.

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The Share Registrar of

**ASIA MEDIA GROUP BERHAD**  
[200801011849 (813137-V)]

**c/o TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD**  
**Unit 32-01, Level 32, Tower A,**  
**Vertical Business Suite**  
**Avenue 3, Bangsar South,**  
**No. 8, Jalan Kerinchi,**  
**59200 Kuala Lumpur**

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