

THIS CIRCULAR TO THE SHAREHOLDERS OF M N C WIRELESS BERHAD (“MNC” OR THE “COMPANY”) (“CIRCULAR”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any 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.

This Circular has been reviewed by TA Securities Holdings Berhad, being the Adviser for the Proposed Share Capital Reduction.



M N C WIRELESS BERHAD
(Registration No. 200301033463 (635884-T))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED REDUCTION OF UP TO RM83.00 MILLION OF THE ISSUED SHARE CAPITAL OF MNC PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“PROPOSED SHARE CAPITAL REDUCTION”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



TA SECURITIES HOLDINGS BERHAD
(Registration No. 197301001467 (14948-M))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting of the Company (“EGM”) will be held at Level 9, Tower 11, Avenue 5, No. 8, Jalan Kerinchi, Bangsar South, 59200 Kuala Lumpur, Wilayah Persekutuan on Thursday, 12 November 2026 at 10.30 a.m. or at any adjournment thereof. The Notice of EGM together with the Form of Proxy and Administrative Notes are enclosed in this Circular.

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 and depositing it at the Company’s Share Registrar’s office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or lodging it electronically via e-mail to ir@shareworks.com.my not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting at the EGM should you subsequently decide to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

Last date and time for lodging the Form of Proxy	: Tuesday, 10 November 2026 at 10.30 a.m.
Date and time of the EGM	: Thursday, 12 November 2026 at 10.30 a.m.

This Circular is dated 16 October 2026

DEFINITIONS

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

Act	:	Companies Act 2016, as amended from time to time including any re-enactment thereof
Board	:	The Board of Directors of MNC
Bulk SMS Messaging Platform	:	A platform which enables users to send bulk SMS to their targeted audience for advertising and marketing purposes
Bursa Securities	:	Bursa Malaysia Securities Berhad
By-Laws	:	The by-laws governing the ESOS
CCM	:	Companies Commission of Malaysia
Circular	:	This circular to Shareholders in relation to the Proposed Share Capital Reduction
CMSA	:	Capital Markets and Services Act 2007
Convertible Securities	:	Collectively, the ICPS and Warrants D
Directors	:	Directors of the Company for the time being and shall have the meaning ascribed to it in Section 2(1) of the Act and Section 2(1) of the CMSA and Director shall be construed accordingly
EGM	:	Extraordinary general meeting of the Company
EPS	:	Earnings per Share
e-SIJIL Platform	:	An electronic document management system designed to streamline the issuance, verification and management of digital documents
ESOS	:	Employees' share option scheme of the Company which took effect on 3 September 2021 for a period of 5 years and has been extended for a further 5 years until 2 September 2031
ESOS Options	:	Options granted or which may be granted under the ESOS pursuant to the By-Laws, where each holder of the ESOS Options can subscribe for 1 new Share for every 1 ESOS Option held
FPE	:	Financial period ended / ending, as the case may be
FYE	:	Financial year ended / ending, as the case may be
GP	:	Gross profit
Home Booking and Rental Platform	:	A platform which connects homeowners looking to rent out their properties with individuals seeking accommodation

DEFINITIONS

ICPS	:	Irredeemable convertible preference shares of the Company which will mature on 5 September 2029. Each ICPS holder is entitled to convert his/her ICPS into 1 new Share at the conversion price of RM0.31 in any of the following manners: (i) by surrendering for cancellation 2 ICPS (which were issued at the issue price of RM0.30 each); or (ii) by surrendering for cancellation 1 ICPS and paying RM0.16 in cash
LAT	:	Loss after tax
LBT	:	Loss before tax
LPD	:	24 September 2026, being the latest practicable date prior to the printing of this Circular
LPS	:	Loss per Share
Maximum Scenario	:	Assuming all outstanding ICPS are converted into new Shares by surrendering 1 ICPS together with a cash payment of RM0.16 for each new Share and all outstanding Warrants D are exercised into new Shares prior to the implementation of the Proposed Share Capital Reduction
MCMC	:	Malaysian Communications and Multimedia Commission
Minimum Scenario	:	Assuming none of the outstanding ICPS are converted and none of the outstanding Warrants D are exercised prior to the implementation of the Proposed Share Capital Reduction
MNC or the Company	:	M N C Wireless Berhad
MNC Group or the Group	:	Collectively, MNC and its subsidiaries
MNC Shares or Shares	:	Ordinary shares in the Company
Mobile Advertisement Platform	:	A platform designed to connect e-hailing companies, advertisers and passengers, creating a personalised advertisement experience during commutes
Moblife.TV	:	Moblife.TV Sdn. Bhd., a wholly-owned subsidiary of MNC
NA	:	Net assets
Premium Mobile Content Platform	:	A platform which enables content providers to sell premium mobile content such as wallpapers, animations, greeting cards, videos and mobile games to end consumers
Proposed Share Capital Reduction	:	Proposed reduction of up to RM83.00 million of the issued share capital of MNC pursuant to Section 117 of the Act
Rights Issue with Warrants	:	Renounceable rights issue of 705,254,144 new Shares at an issue price of RM0.04 per Share together with 235,084,703 free detachable Warrants D on the basis of 3 new Shares together with 1 free Warrant D for every 1 existing Share held, which was completed on 15 May 2026
RM and sen	:	Ringgit Malaysia and sen respectively

DEFINITIONS

Shareholders	:	Registered holders of MNC Shares
TA Securities or the Adviser	:	TA Securities Holdings Berhad
Warrants C	:	Warrants 2022/2025 of the Company which expired on 13 November 2025
Warrants D	:	Warrants 2026/2029 of the Company which will expire on 11 May 2029. Each Warrant D holder is entitled to subscribe for 1 new MNC Share at an exercise price of RM0.04
Website Solution Platform	:	A platform which enables users to build and customise their own websites using templates without coding or design knowledge

All references to “you” in this Circular are to the Shareholders.

In this Circular, words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated. Any discrepancies in the tables between the amounts stated, actual figures and the totals thereof in this Circular are due to rounding.

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EXECUTIVE SUMMARY

This Executive Summary of the Proposed Share Capital Reduction only highlights the key information from other parts of this Circular. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Circular for further details before voting at the EGM.

Summary
<u>Summary of the Proposed Share Capital Reduction</u> Proposed reduction of the issued share capital of the Company via the cancellation of the issued share capital which is lost or unrepresented by available assets of up to RM83.00 million pursuant to Section 117 of the Act. The corresponding credit arising from the Proposed Share Capital Reduction will be solely utilised to set-off against the accumulated losses of the Company. The amount of up to RM83.00 million was determined after taking into consideration the Company's unaudited accumulated losses of RM83.09 million as at 31 May 2026. Please refer to Section 2 of this Circular for further information.
<u>Rationale for the Proposed Share Capital Reduction</u> The Proposed Share Capital Reduction will enable the Company and the Group to rationalise their financial positions by reducing the accumulated losses to more appropriately reflect the value of the underlying assets and the financial position of the Company and the Group. In addition, the reduction of accumulated losses is expected to enhance the credibility of both the Company and the Group with the bankers, customers, suppliers, investors and other stakeholders. With lower accumulated losses resulting from the Proposed Share Capital Reduction, this would allow the Company to, among others, obtain better financing terms, credit terms and/or any other business terms and opportunities from its bankers, suppliers and other stakeholders. In order to enhance the Group's earnings while lowering the likelihood of recurrence of the Company's accumulated losses, the Group will continue to streamline its operations and explore business opportunities to improve its financial performance and financial position. These include the development and commercialisation of the e-SIJIL Platform and the Mobile Advertisement Platform, the continued marketing of the Bulk SMS Messaging Platform, the expansion of the Group's presence in key domestic sectors such as e-commerce and fintech, as well as cost control measures. Please refer to Section 3 of this Circular for further information.
<u>Approvals required and conditionality</u> (i) Shareholders' approval for the Proposed Share Capital Reduction at the forthcoming EGM; and (ii) the approvals / consents from any other authorities, if required. The Proposed Share Capital Reduction is not conditional upon any other proposals undertaken or to be undertaken by the Company. Please refer to Section 7 of this Circular for further information.
<u>Interests of Directors, major Shareholders, chief executive and/or persons connected with them</u> None of the Directors, major Shareholders, chief executive and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Share Capital Reduction. Please refer to Section 9 of this Circular for further information.

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Board's recommendation

The Board, having considered all aspects of the Proposed Share Capital Reduction, is of the opinion that the Proposed Share Capital Reduction 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 Share Capital Reduction to be tabled at the forthcoming EGM, the details of which are set out in this Circular, and the Notice of EGM as enclosed.

Please refer to **Section 10** of this Circular for further information.



M N C WIRELESS BERHAD
(Registration No. 200301033463 (635884-T))
(Incorporated in Malaysia)

Registered Office

Third Floor, No. 77, 79 & 81
Jalan SS21/60, Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

16 October 2026

Board of Directors

Wong Kok Seong (Chairman / Senior Independent Non-Executive Director)
Datuk Tan Chor How Christopher (Chief Executive Officer cum Executive Director)
Dato' Muhammad Shuib Bin Md Hashim (Independent Non-Executive Director)
Too Choon Ling (Independent Non-Executive Director)
Pang Siaw Sian (Non-Independent Non-Executive Director)

Dear Sir/ Madam,

PROPOSED SHARE CAPITAL REDUCTION

1. INTRODUCTION

On 1 September 2026, Sierac Corporate Advisers Sdn. Bhd. ("**Sierac**") had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Share Capital Reduction.

On 29 September 2026, the Company announced that the Company and Sierac have mutually agreed to terminate Sierac's services as the adviser of the Company in respect of the Proposed Share Capital Reduction. Following the termination, TA Securities has been appointed as the Adviser of the Company in respect of the Proposed Share Capital Reduction.

Further details of the Proposed Share Capital Reduction are set out in the ensuing sections of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION ON THE PROPOSED SHARE CAPITAL REDUCTION AND TO SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION WHICH WILL BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction entails the reduction of the issued share capital of the Company pursuant to Section 117 of the Act, via the cancellation of the issued share capital which is lost or unrepresented by available assets of up to RM83.00 million.

The quantum of the Proposed Share Capital Reduction of up to RM83.00 million was arrived at after taking into consideration, among others, the Company's accumulated losses of RM83.09 million as at 31 May 2026, based on the latest unaudited financial statements available immediately prior to the Company undertaking the Proposed Share Capital Reduction.

The Company decided to undertake the Proposed Share Capital Reduction pursuant to Section 117 of the Act instead of Section 116 of the Act as it is comparatively more expedient and less costly, as the Proposed Share Capital Reduction pursuant to Section 117 of the Act is not subject to the approval of the High Court.

Generally, a proposed share capital reduction via Section 117 of the Act by a public listed company would take approximately 6 to 8 weeks from the date the resolution is approved by its shareholders (via an EGM) to complete, provided that no objections are made pursuant to Section 118(2) of the Act.

Subject and subsequent to the approval of the Shareholders by way of special resolution at the forthcoming EGM, the Company shall, within 7 days from the date of the special resolution:

- (i) send a notice to the Director General of the Inland Revenue Board and the CCM stating that the special resolution has been passed, together with the text and date of the special resolution, pursuant to Section 117(1)(a) of the Act; and
- (ii) advertise a notice of the Proposed Share Capital Reduction in one widely circulated newspaper in Malaysia in each of the national language and the English language pursuant to Section 117(10) of the Act.

Pursuant to Section 117(4) of the Act, the Company is not required to meet the solvency requirements, as the Proposed Share Capital Reduction is solely by way of cancellation of the issued share capital which is lost or unrepresented by available assets.

Thereafter, pursuant to Section 119 of the Act, among others, if no application for the cancellation of the resolution is made by any creditor of the Company, the Company shall lodge the relevant documents with the CCM after the end of 6 weeks, and before the end of 8 weeks, from the date of the resolution. The Proposed Share Capital Reduction will be effective when the CCM has recorded the information lodged in the appropriate register in accordance with Section 119 of the Act. An immediate announcement will be made on the effective date of the Proposed Share Capital Reduction.

The corresponding credit of up to RM83.00 million arising from the Proposed Share Capital Reduction will be solely utilised to set-off against the accumulated losses of the Company.

The accumulated losses of the Company were mainly arising from the following:

- (i) net impairment losses on investment in and amount owing by subsidiary companies of RM13.94 million in aggregate for the FYE 30 April 2024 and the 16-month FPE 31 August 2025, as the subsidiary companies were in capital deficiency positions, mainly due to the losses incurred by Moblife.TV; and
- (ii) amortisation of and impairment losses on intangible assets of RM18.54 million in aggregate for the FYE 30 April 2021 to the 16-month FPE 31 August 2025, comprising amortisation of RM13.03 million and impairment losses of RM5.51 million.

The intangible assets are the Company's digital platforms used in its wireless, multimedia and digital services, which are amortised on a straight-line basis at an annual rate of 20%.

The impairment losses were recognised as the recoverable amounts of certain platforms were lower than their carrying amounts, comprising:

- (a) RM3.40 million on the Premium Mobile Content Platform for the 16-month FPE 31 August 2025, due to slower-than-anticipated user uptake and intensifying competition, which was primarily attributable to stricter regulatory requirements imposed by the MCMC on content providers and telecommunication operators, and the increasing content creation offerings in the market, with consumer preferences shifting towards over-the-top content platforms and streaming services; and
- (b) RM2.11 million on the Company's other platforms, which include, among others, the Website Solution Platform and the Home Booking and Rental Platform, in view of the slower-than-anticipated commercial adoption of these platforms amid competition from alternative solutions in the market.

As at the LPD, the issued share capital of the Company is RM147,705,832 comprising 943,254,670 Shares. The Company does not have any treasury shares. As at the LPD, the Company has 12,209,950 outstanding ICPS and 235,084,703 outstanding Warrants D. There are no outstanding ESOS Options and the Company does not intend to grant any ESOS Options prior to the completion of the Proposed Share Capital Reduction.

On 23 May 2025 and 29 August 2025, the Company announced the change of its financial year end from 30 April to 31 August, resulting in the 16-month FPE 31 August 2025. Subsequently, on 31 July 2026, the Company announced a further change of its financial year end from 31 August to 31 January, resulting in the current 17-month FPE 31 January 2027.

For illustrative purposes, the pro forma effects of the Proposed Share Capital Reduction on the Company's and the Group's accumulated losses based on the latest audited consolidated financial statements of the Group for the 16-month FPE 31 August 2025 and the unaudited consolidated financial statements of the Group for the 9-month FPE 31 May 2026 are as follows:

	Audited as at 31 August 2025		Unaudited as at 31 May 2026	
	Company RM'000	Group RM'000	Company RM'000	Group RM'000
Accumulated losses	(77,934)	(76,412)	(83,088)	(79,594)
Add: Credit arising from the Proposed Share Capital Reduction	83,000	83,000	83,000	83,000
Less: Estimated expenses for the Proposed Share Capital Reduction	(110)	(110)	(110)	(110)
Resultant retained earnings / (accumulated losses)	4,956	6,478	(198)	3,296

For the avoidance of doubt, the Proposed Share Capital Reduction will not result in:

- (a) any adjustments to the reference price of the Shares;
- (b) any adjustments to the conversion price and cash payment of the ICPS, or any changes in the total number of outstanding ICPS or the number of ICPS held by the holders of ICPS;
- (c) any adjustments to the exercise price of the Warrants D, or any changes in the total number of outstanding Warrants D or the number of Warrants D held by the holders of Warrants D;
- (d) any changes in the total number of Shares in issue or the number of Shares held by the Shareholders;
- (e) any payment to the Shareholders; and
- (f) any cash outflow or change in the NA of the Company, save for the estimated expenses of RM0.11 million to be incurred in relation to the Proposed Share Capital Reduction which will be funded through internally generated funds.

3. RATIONALE FOR THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction will enable the Company and the Group to rationalise their financial positions by reducing the accumulated losses to more appropriately reflect the value of the underlying assets and the financial position of the Company and the Group. In addition, the reduction of accumulated losses is expected to enhance the credibility of both the Company and the Group with the bankers, customers, suppliers, investors and other stakeholders. With lower accumulated losses resulting from the Proposed Share Capital Reduction, this would allow the Company to, among others, obtain better financing terms, credit terms and/or any other business terms and opportunities from its bankers, suppliers and other stakeholders.

In order to enhance the Group's earnings while lowering the likelihood of recurrence of the Company's accumulated losses, the Group will continue to streamline its operations and explore business opportunities to improve its financial performance and financial position.

The Group's strategies to improve its financial performance following the Proposed Share Capital Reduction are as follows:

- (a) the development and commercialisation of the e-SIJIL Platform and the Mobile Advertisement Platform, which are funded mainly by the proceeds raised from the Rights Issue with Warrants. The development of both platforms is expected to be completed within 18 months from the completion of the Rights Issue with Warrants on 15 May 2026, with a basic version ready for commercialisation. Upon commercialisation, the Group will derive subscription fees from users of the e-SIJIL Platform and advertising fees from advertisers on the Mobile Advertisement Platform;
- (b) the continued marketing of its Bulk SMS Messaging Platform, including engaging directly with government agencies, participating in government tenders via e-Perolehan, as well as search engine optimisation and search engine marketing;
- (c) the expansion of its presence within key domestic sectors such as e-commerce and fintech, while selectively exploring viable opportunities in regional markets; and
- (d) cost control measures, including trimming operational costs, optimising manpower needs, streamlining operational processes and outsourcing certain job functions to external providers.

4. EFFECTS OF THE PROPOSED SHARE CAPITAL REDUCTION

For illustrative purposes, the pro forma effects of the Proposed Share Capital Reduction are set out based on the following scenarios:

- Minimum Scenario** : Assuming none of the 12,209,950 outstanding ICPS are converted and none of the 235,084,703 outstanding Warrants D are exercised prior to the implementation of the Proposed Share Capital Reduction
- Maximum Scenario** : Assuming all 12,209,950 outstanding ICPS are converted into 12,209,950 new Shares by surrendering 1 ICPS together with a cash payment of RM0.16 for each new Share, and all 235,084,703 outstanding Warrants D are exercised into 235,084,703 new Shares, prior to the implementation of the Proposed Share Capital Reduction

4.1 Share capital

The pro forma effects of the Proposed Share Capital Reduction on the issued share capital of the Company are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	Share capital (RM)	No. of Shares	Share capital (RM)
Issued share capital as at the LPD	943,254,670	147,705,832	943,254,670	147,705,832
To be issued assuming full conversion of the outstanding ICPS ⁽¹⁾	-	-	12,209,950	5,503,692
To be issued assuming full exercise of the outstanding Warrants D ⁽²⁾	-	-	235,084,703	15,740,360
After full exercise and conversion of the Convertible Securities	943,254,670	147,705,832	1,190,549,323	168,949,884
Reduction of issued share capital pursuant to the Proposed Share Capital Reduction	-	(83,000,000)	-	(83,000,000)
Issued share capital after the Proposed Share Capital Reduction	943,254,670	64,705,832	1,190,549,323	85,949,884

Notes:

- (1) Assuming full conversion of 12,209,950 ICPS into 12,209,950 new Shares by surrendering 1 ICPS together with a cash payment of RM0.16 for each new Share, and after accounting for the transfer of the carrying amount of the ICPS of RM3.55 million to share capital.
- (2) Assuming full exercise of 235,084,703 outstanding Warrants D into 235,084,703 new Shares at the exercise price of RM0.04 per Warrant D and after accounting for the reversal of the warrant reserve of RM6.34 million.

4.2 Substantial shareholders' shareholdings

The Proposed Share Capital Reduction will not have any effect on the group structure and substantial shareholders' shareholdings in the Company as it does not involve any issuance of new Shares.

4.3 NA and gearing

The pro forma effects of the Proposed Share Capital Reduction on the NA and gearing of the Group are as follows:

Minimum Scenario

	Audited as at 31 August 2025 (RM'000)	(I) After subsequent events up to the LPD ⁽¹⁾ (RM'000)	(II) After (I) and the Proposed Share Capital Reduction ⁽²⁾ (RM'000)
Share capital	126,617	147,706	64,706
ICPS	3,572	3,550	3,550
Revaluation reserve	2,498	2,498	2,498
Warrant reserve	-	6,337	6,337
(Accumulated losses) / retained earnings	(76,412)	(76,412)	6,478
Total equity / NA	56,275	83,679	83,569
No. of Shares in issue ('000)	237,940	943,255	943,255
NA per Share (RM)	0.24	0.09	0.09
Total borrowings	1,101	1,101	1,101
Gearing (times) ⁽³⁾	0.02	0.01	0.01

Notes:

(1) After accounting for the following:

- (i) issuance of 23,325 new Shares pursuant to the exercise of Warrants C at the exercise price of RM0.09 per Warrant C;
- (ii) issuance of 37,600 new Shares pursuant to the conversion of 75,200 ICPS on the basis of 2 ICPS for 1 new Share at the then conversion price of RM0.60 (prior to the adjustment of the conversion price to RM0.31 with effect from 16 April 2026 pursuant to the Rights Issue with Warrants); and
- (iii) issuance of 705,254,144 new Shares at the issue price of RM0.04 per Share together with 235,084,703 Warrants D pursuant to the Rights Issue with Warrants, after deducting the share issuance expenses of RM0.81 million.

(2) After setting off RM83.00 million from the Company's accumulated losses due to the cancellation of the Company's issued share capital and deducting the estimated expenses of RM0.11 million in relation to the Proposed Share Capital Reduction.

(3) Computed based on total borrowings divided by total equity.

Maximum Scenario

	Audited as at 31 August 2025 (RM'000)	(I)	(II)	(III)
		After subsequent events up to the LPD ⁽¹⁾ (RM'000)	After (I) and full conversion / exercise of the outstanding ICPS and Warrants D ⁽²⁾ (RM'000)	After (II) and the Proposed Share Capital Reduction ⁽³⁾ (RM'000)
Share capital	126,617	147,706	168,950	85,950
ICPS	3,572	3,550	-	-
Revaluation reserve	2,498	2,498	2,498	2,498
Warrant reserve	-	6,337	-	-
(Accumulated losses) / retained earnings	(76,412)	(76,412)	(76,412)	6,478
Total equity / NA	56,275	83,679	95,036	94,926
No. of Shares in issue ('000)	237,940	943,255	1,190,549	1,190,549
NA per Share (RM)	0.24	0.09	0.08	0.08
Total borrowings	1,101	1,101	1,101	1,101
Gearing (times) ⁽⁴⁾	0.02	0.01	0.01	0.01

Notes:

(1) After accounting for the following:

- (i) issuance of 23,325 new Shares pursuant to the exercise of Warrants C at the exercise price of RM0.09 per Warrant C;
- (ii) issuance of 37,600 new Shares pursuant to the conversion of 75,200 ICPS on the basis of 2 ICPS for 1 new Share at the then conversion price of RM0.60 (prior to the adjustment of the conversion price to RM0.31 with effect from 16 April 2026 pursuant to the Rights Issue with Warrants); and
- (iii) issuance of 705,254,144 new Shares at the issue price of RM0.04 per Share together with 235,084,703 Warrants D pursuant to the Rights Issue with Warrants, after deducting the share issuance expenses of RM0.81 million.

(2) Assuming full conversion of 12,209,950 ICPS into 12,209,950 new Shares by surrendering 1 ICPS together with a cash payment of RM0.16 for each new Share, and full exercise of 235,084,703 Warrants D at the exercise price of RM0.04 per Warrant D, and after accounting for the transfer of the carrying amount of the ICPS of RM3.55 million and the reversal of the warrant reserve of RM6.34 million to share capital.

(3) After setting off RM83.00 million from the Company's accumulated losses due to the cancellation of the Company's issued share capital and deducting the estimated expenses of RM0.11 million in relation to the Proposed Share Capital Reduction.

(4) Computed based on total borrowings divided by total equity.

4.4 Earnings and EPS

The Proposed Share Capital Reduction will not have any material effect on the earnings and EPS of the Group for the 17-month FPE 31 January 2027.

4.5 Convertible securities

As at the LPD, save for the outstanding 12,209,950 ICPS and 235,084,703 Warrants D, the Company does not have any outstanding convertible securities. There are no outstanding ESOS Options and the Company does not intend to grant any ESOS Options prior to the completion of the Proposed Share Capital Reduction. The Proposed Share Capital Reduction will not result in any adjustment to:

- (a) the conversion price, cash payment and number of outstanding ICPS; and
- (b) the exercise price and number of outstanding Warrants D.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of MNC Shares as transacted on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

	High RM	Low RM
2025		
October	0.085	0.075
November	0.075	0.060
December	0.075	0.060
2026		
January	0.070	0.060
February	0.070	0.060
March	0.065	0.045
April	0.065	0.035
May	0.050	0.030
June	0.040	0.035
July	0.040	0.035
August	0.040	0.030
September	0.040	0.025
Last transacted market price on 28 August 2026, being the last market day immediately prior to the announcement of the Proposed Share Capital Reduction (RM)	0.040	
Last transacted market price on the LPD (RM)	0.035	

(Source: Bloomberg)

6. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the tentative timeline in relation to the Proposed Share Capital Reduction is as follows:

Date	Events
12 November 2026	- EGM for the Proposed Share Capital Reduction
December 2026	- Lodgement of documents with the CCM for the Proposed Share Capital Reduction
January 2027	- Effective date of the Proposed Share Capital Reduction

7. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Share Capital Reduction is subject to the following being obtained:

- (i) the approval from Shareholders at the forthcoming EGM; and
- (ii) the approvals / consents from any other authorities, if required.

The Proposed Share Capital Reduction is not conditional upon any other proposals undertaken or to be undertaken by the Company.

8. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Share Capital Reduction, there are no other corporate exercises which have been announced by the Company but pending completion as at the date of this Circular.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major Shareholders, chief executive and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Share Capital Reduction.

10. BOARD'S RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Capital Reduction, including but not limited to the rationale and the financial effects of the Proposed Share Capital Reduction, is of the opinion that the Proposed Share Capital Reduction 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 Share Capital Reduction to be tabled at the forthcoming EGM.

11. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Level 9, Tower 11, Avenue 5, No. 8, Jalan Kerinchi, Bangsar South, 59200 Kuala Lumpur, Wilayah Persekutuan on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the special resolution, with or without modifications, to give effect to the Proposed Share Capital Reduction.

Date and time of the EGM : Thursday, 12 November 2026 at 10.30 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 and depositing it at the Company's Share Registrar's office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or lodging it electronically via e-mail to ir@shareworks.com.my not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting at the EGM should you subsequently decide to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

12. FURTHER INFORMATION

You are requested to refer to **Appendix I** for further information.

Yours faithfully,
For and on behalf of the Board of
M N C WIRELESS BERHAD

DATUK TAN CHOR HOW CHRISTOPHER
Chief Executive Officer cum Executive Director

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

TA Securities, being the Adviser for the Proposed Share Capital Reduction, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

TA Securities has confirmed that there is no conflict of interest that exists or any circumstances which would or is likely to give rise to a possible conflict of interests in relation to its role as the Adviser for the Proposed Share Capital Reduction.

3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**Material commitments**

As at the LPD, the Board confirmed that there are no material commitments incurred or known to be incurred by the Group that have not been provided for, which upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

Contingent liabilities

As at the LPD, the Board confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

4. MATERIAL CONTRACTS

As at the LPD, the Board confirmed that there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within 2 years immediately preceding the date of this Circular.

5. MATERIAL LITIGATION

As at the LPD, the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of the Group and the Board confirmed that there are no proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the EGM:

- (i) Constitution of the Company;
- (ii) audited consolidated financial statements of MNC for the FYE 30 April 2024 and the 16-month FPE 31 August 2025 as well as the unaudited consolidated financial statements of MNC for the 9-month FPE 31 May 2026; and
- (iii) the letters of consent and conflict of interest referred to in **Section 2** of Appendix I above.

7. HISTORICAL FINANCIAL INFORMATION

A summary of the historical financial information of the Group is as follows:

	Audited			Unaudited
	FYE 30 April 2023 RM'000	FYE 30 April 2024 ⁽²⁾ RM'000	16-month FPE 31 August 2025 ⁽¹⁾ RM'000	9-month FPE 31 May 2026 RM'000
Revenue	12,436	14,153	23,219	14,122
Cost of sales	(10,697)	(11,292)	(18,521)	(12,618)
GP	1,739	2,861	4,698	1,504
Other operating income	802	923	961	364
Operating expenses	(9,077)	(11,507)	(16,956)	(3,998)
Net impairment losses on financial assets	(150)	(1,242)	(77)	(1,525)
Finance costs	(21)	(226)	(276)	(108)
LBT	(6,707)	(9,191)	(11,650)	(3,763)
Taxation	63	18	47	13
LAT	(6,644)	(9,173)	(11,603)	(3,750)
LAT attributable to owners of the Company	(6,644)	(9,173)	(11,603)	(3,750)
GP margin (%)	13.98	20.21	20.23	10.65
LAT margin (%)	(53.43)	(64.81)	(49.97)	(26.55)
Weighted average number of Shares in issue ('000)	230,496	234,541	237,540	281,899
Basic LPS (sen)	(2.88)	(3.91)	(4.88)	(1.33)

Notes:

- (1) Following the changes in financial year end announced on 23 May 2025 and 29 August 2025, the audited financial statements cover the 16 months from 1 May 2024 to 31 August 2025. On 31 July 2026, the Company subsequently announced a further change of financial year end from 31 August 2026 to 31 January 2027.
- (2) The comparative figures for the FYE 30 April 2024 have been restated based on the audited financial statements of the Group for the 16-month FPE 31 August 2025.

(i) 9-month FPE 31 May 2026

No comparative figures are presented for the 9-month FPE 31 May 2026 following the change in the Company's financial year end. The Group recorded revenue of RM14.12 million and GP of RM1.50 million for the 9-month FPE 31 May 2026. The Group recorded LAT of RM3.75 million, mainly due to impairment losses on term deposits of RM1.52 million, amortisation of intangible assets of RM0.73 million and fair value loss on investment in quoted shares of RM0.50 million. The impairment losses on term deposits placed with a non-financial institution were recognised based on the expected credit loss assessment, in view of the credit risk associated with these term deposits.

(ii) 16-month FPE 31 August 2025 vs FYE 30 April 2024

The Group's revenue increased by RM9.07 million or 64.06% from RM14.15 million for the FYE 30 April 2024 to RM23.22 million for the 16-month FPE 31 August 2025 (the annualised revenue for the 16-month FPE 31 August 2025 was RM17.41 million, representing an increase of RM3.26 million or 23.05% on an annualised basis). This was mainly due to higher contribution from its wireless and multimedia related services, driven by sustained activity and the progressive fulfilment of contracts within the core wireless and digital services segments.

The Group's GP increased by RM1.84 million or 64.22% from RM2.86 million for the FYE 30 April 2024 to RM4.70 million for the 16-month FPE 31 August 2025 (the annualised GP for the 16-month FPE 31 August 2025 was RM3.52 million, representing an increase of RM0.66 million or 23.16% on an annualised basis). This was primarily due to the higher revenue contribution from its wireless and multimedia related services.

The Group's LAT increased by RM2.43 million or 26.49% from RM9.17 million for the FYE 30 April 2024 to RM11.60 million for the 16-month FPE 31 August 2025 (the annualised LAT for the 16-month FPE 31 August 2025 was RM8.70 million, representing a decrease of RM0.47 million or 5.13% on an annualised basis).

The lower annualised LAT was mainly due to the higher GP and lower net allowance for impairment losses on financial assets of RM0.06 million on an annualised basis (FYE 30 April 2024: RM1.24 million), partially offset by the following:

- (a) higher impairment losses on intangible assets of RM3.27 million on an annualised basis (FYE 30 April 2024: RM0.37 million); and
- (b) higher fair value loss on other investments of RM1.21 million on an annualised basis (FYE 30 April 2024: RM0.73 million).

(iii) FYE 30 April 2024 vs FYE 30 April 2023

The Group's revenue increased by RM1.72 million or 13.81% from RM12.44 million for the FYE 30 April 2023 to RM14.15 million for the FYE 30 April 2024. This was mainly due to higher contribution from its wireless and multimedia related services arising from increased client demand and collaborative efforts with its business partners to increase its customer base.

The Group's GP increased by RM1.12 million or 64.56% from RM1.74 million for the FYE 30 April 2023 to RM2.86 million for the FYE 30 April 2024. This was primarily due to the higher revenue contribution from its wireless and multimedia related services.

The Group's LAT increased by RM2.53 million or 38.06% from RM6.64 million for the FYE 30 April 2023 to RM9.17 million for the FYE 30 April 2024.

The higher LAT was mainly due to the following:

- (a) higher amortisation of intangible assets of RM4.37 million (FYE 30 April 2023: RM2.90 million) and higher sales and distribution costs arising from customer acquisition and business development activities; and
- (b) higher net allowance for impairment losses on financial assets of RM1.24 million (FYE 30 April 2023: RM0.15 million).



M N C WIRELESS BERHAD
(Registration No. 200301033463 (635884-T))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of M N C Wireless Berhad (“**MNC**” or the “**Company**”) will be held at Level 9, Tower 11, Avenue 5, No. 8, Jalan Kerinchi, Bangsar South, 59200 Kuala Lumpur, Wilayah Persekutuan on Thursday, 12 November 2026 at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF UP TO RM83.00 MILLION OF THE ISSUED SHARE CAPITAL OF MNC PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT** subject to the approvals of the relevant authorities and/or parties being obtained, where required, approval be and is hereby given to the Company to reduce the issued share capital of the Company by way of cancellation of the issued share capital of the Company which is lost or unrepresented by available assets of up to RM83.00 million pursuant to Section 117 of the Act. The corresponding credit of up to RM83.00 million arising from such cancellation will be solely utilised to set-off against the accumulated losses of the Company;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to do or procure to be done all acts and things and to execute all necessary documents, to give full effect and to complete the Proposed Share Capital Reduction, with full powers to assent to any conditions or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete the Proposed Share Capital Reduction.”

BY ORDER OF THE BOARD

TEA SOR HUA (MACS 01324) (SSM PC No. 201908001272)
LIM KEE SAN (MAICSA 7067348) (SSM PC No. 202308000295)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
16 October 2026

Notes:

1. A member of the Company who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak and vote at the EGM shall have the same rights as the member to speak at the EGM.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
6. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or lodged electronically via email to ir@shareworks.com.my not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 67(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 3 November 2026. Only members whose names appear in the General Meeting Record of Depositors as at 3 November 2026 shall be regarded as members and entitled to attend, speak and vote at the EGM.
8. The resolution set out in this Notice of the EGM will be put to vote by poll.
9. The members are advised to refer to the Administrative Notes on the registration and voting process for the EGM.
10. Kindly check Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com and the Company's website at www.mnc.com.my for the latest updates on the status of the EGM.



M N C WIRELESS BERHAD
(Registration No. 200301033463 (635884-T))
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.																	
No. of shares held																	

I/We _____
(FULL NAME IN BLOCK LETTERS)

(NRIC No./ Registration No./ Passport No. _____)

of _____
(FULL ADDRESS)

(Contact No. _____ and E-mail Address _____)

being a member(s) of **M N C WIRELESS BERHAD [200301033463 (635884-T)]** ("Company"), hereby appoint(s):

Full Name as per NRIC/Passport	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	E-mail address		

and/ or failing him/ her*

Full Name as per NRIC/Passport	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	E-mail address		

or failing him / her*, the Chairman of the meeting as my / our* proxy to vote for me / us* on my / our* behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Level 9, Tower 11, Avenue 5, No. 8, Jalan Kerinchi, Bangsar South, 59200 Kuala Lumpur, Wilayah Persekutuan on Thursday, 12 November 2026 at 10.30 a.m., or at any adjournment thereof.

My / our proxy is to vote as indicated below:

Item	Agenda	Resolution	For	Against
1.	Proposed Share Capital Reduction	Special Resolution		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific direction, your proxy may vote or abstain as he thinks fit.

Dated this _____ day of _____ 2026.

Signature of Member(s)

* Delete if not applicable

Notes:

1. A member of the Company who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak and vote at the EGM shall have the same rights as the member to speak at the EGM.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
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10. Kindly check Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com and the Company's website at www.mnc.com.my for the latest updates on the status of the EGM.

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AFFIX
STAMP

THE SHARE REGISTRAR OF
M N C WIRELESS BERHAD
Registration No. 200301033463 (635884-T)

c/o ShareWorks Sdn. Bhd. (199101019611 (229948-U))
No. 2-1, Jalan Sri Hartamas 8,
Sri Hartamas,
50480 Kuala Lumpur,
Wilayah Persekutuan, Malaysia

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