

# NOTICE OF THIRD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 3<sup>rd</sup> Annual General Meeting (“AGM”) of MTAG Group Berhad will be held at Holiday Villa Johor Bahru City Centre (Ruby 5, 8<sup>th</sup> Floor), No. 260, Jalan Dato’ Sulaiman, Taman Abad, 80250 Johor Bahru on **Monday, 23 November 2020** at 10.00 a.m. for the following businesses:

## AGENDA

### ORDINARY BUSINESSES

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees of RM156,000 for the financial year ending 30 June 2021.
3. To approve the payment of Directors’ benefits up to an amount of RM30,000 from 3<sup>rd</sup> Annual General Meeting until the conclusion of the 4<sup>th</sup> Annual General Meeting of the Company.
4. To re-elect the following Directors who retire pursuant to Clause 128 of the Company’s Constitution: -
  - 4.1 Mr. Lee Ting Kiat
  - 4.2 Mr. Jason Tan Kim Song
5. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2021 and to authorise the Board of Directors to fix their remuneration.

### Resolution on Proxy Form

*(Please refer Explanatory Note 1)*

### Resolution 1

*(Please refer Explanatory Note 2)*

### Resolution 2

*(Please refer Explanatory Note 2)*

### Resolution 3

*(Please refer Explanatory Note 3)*

### Resolution 4

*(Please refer Explanatory Note 3)*

### Resolution 5

### SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Ordinary Resolution with or without modifications:-

#### 6. ORDINARY RESOLUTION

#### **AUTHORITY TO DIRECTORS TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted during the preceding twelve (12) months does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting.”

7. To transact any other business of which due notice shall have been given.

### Resolution 6

*(Please refer Explanatory Note 4)*

By order of the Board

### MTAG GROUP BERHAD

YONG MAY LI (LS 0000295)

(Practicing No. 202008000285)

ISMAWATI BINTI OTHMAN (LS 0008505)

(Practicing No. 202008000229)

Company Secretaries

Johor Bahru

23 October 2020

## NOTICE OF THIRD ANNUAL GENERAL MEETING

### NOTES:

1. For the purpose of determining who shall be entitled to attend this Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at **13 November 2020**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this Annual General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at an Annual General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the Annual General Meeting.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
6. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her of shareholdings to be represented by each proxy.
7. The appointment of a proxy may be made in a hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited with the registered office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor. In the case of electronic appointment, the proxy form must be deposited via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for further information on electronic submission. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned Annual General Meeting at which the person named in the appointment proposes to vote.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned Annual General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is Saturday, 21 November 2020 at 10.00 a.m.
11. Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
  - a. Identity card (NRIC) (Malaysian), or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - c. Passport (Foreigner).
12. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the ORIGINAL certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's registered office earlier.

### EXPLANATORY NOTES:

#### Ordinary Business:-

1. **Agenda Item No. 1 - Audited Financial Statements for the year ended 30 June 2020**

This Audited Financial Statements is meant for discussion only as the provision of Section 340(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. **Agenda Item No. 2 and 3 – Payment of Directors’ Fees and Benefits**

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Proposed Resolution 1 is to facilitate the payment of Directors’ fees on a current year basis.

The Proposed Resolution 2 for the Directors’ benefits are benefits payable to Directors and for meeting allowances.

In this respect, the Board agreed that the shareholders’ approval on the above two (2) separate resolutions shall be sought at the 3rd Annual General Meeting:

The estimated amount of Directors’ Benefits payable to the Directors from the 3rd Annual General Meeting and until the conclusion of the 4th Annual General Meeting, amounting to RM30,000 comprises the following:

The estimated amount of Directors’ benefits comprise of meeting allowances which was calculated based on the number of scheduled Board’s and Board Committees’ meetings from the 3rd Annual General Meeting until the 4th Annual General Meeting of the Company.

3. **Agenda Item No. 4.1 and 4.2 - Re-election of Directors**

Mr. Lee Ting Kiat and Mr. Jason Tan Kim Song are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 3rd Annual General Meeting.

The Board has through the Nominating Committee, considered the assessment of the retiring Directors and agreed that they meet the qualification of Directors as prescribed by Rule 2.20A of the ACE Market Listing Requirements of Bursa Securities and have the character, experience, integrity, competence and time to effectively discharge their roles as Directors.

#### Special Business:-

4. **Agenda Item No. 6**

**Ordinary Resolution 6 : Authority to Directors to Allot Shares**

The purpose of this Ordinary Resolution 6 is for the renewal of the general mandate obtained from the members at the last AGM and if passed, will give flexibility to the Directors to allot new ordinary shares during the preceding 12 months up to an amount not exceeding 20% of the issued share capital of the Company without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fundraising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. This authority will commence from the date of this AGM and, unless earlier revoked or varied by a resolution of the shareholders of the Company at a subsequent general meeting, shall expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

In view of the Corona Virus Disease 2019 (“COVID-19”) pandemic outbreak, the Government of Malaysia had on 18 March 2020 implemented the Movement Control Order (“MCO”) nationwide to curb the spread of the COVID-19 infection in Malaysia.

Bursa Securities recognised the need for listed issuers to raise funds quickly and efficiently during the challenging time to ensure the long-term sustainability and interest of the listed issuers and their shareholders. Therefore, an additional relief measure has been granted by Bursa Securities vide its letter dated 16 April 2020 which allows a listed issuer to seek its shareholders’ approval at a general meeting to issue new securities for a higher general mandate under Rule 6.04 of the ACE Market Listing Requirements of not more than 20% of the total number of issued shares (excluding treasury shares) (“20% General Mandate”).

The Company proposes to seek new shareholders’ mandate to enable the Directors to issue and allot up to a maximum of 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being pursuant to the 20% General Mandate under Resolution 6.

The proposed Resolution 6, if passed, will provide additional flexibility to the Directors to undertake fundraising activities, including but not limited to placement of shares for the purposes of funding the Company’s future investment project(s), working capital, operational expenditure and/or acquisition(s) at any time as the Directors may deem fit without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.

As at the date of this Notice, no new shares of the Company have been issued pursuant to the general mandate obtained at the 2<sup>nd</sup> AGM of the Company held on 6 September 2019, and which will lapse at the conclusion of the 3<sup>rd</sup> AGM.