

**MTAG GROUP BERHAD**  
Registration No. 201801000029 (1262041-V)  
("the Company")  
(Incorporated in Malaysia)

**MINUTES OF THE 3<sup>RD</sup> ANNUAL GENERAL MEETING OF MTAG GROUP BERHAD DULY CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT PLO 226, JALAN KENCANA MAS, KAWASAN PERINDUSTRIAN TEBRAU III, 81100 JOHOR BAHRU, JOHOR ("BROADCAST VENUE") ON MONDAY, 23 NOVEMBER 2020.**

PRESENT VIRTUALLY	:	As per attendance sheet	
		Shareholders	:
		Individuals	: 55
		Corp Rep	: 0
		By Proxy	: 17
		<i>(of which Chairman acted for 5 shareholders representing 0.13% of total voting rights and for 1 shareholder representing 69.47% of total voting rights respectively)</i>	
		Directors	: 2
PRESENT	:	Mr. Lee Ting Kiat Mr. Chaw Kam Shiang Mr. Lau Cher Liang	Chairman of the Meeting Managing Director Executive Director
IN ATTENDANCE	:	Ms. Yong May Li Ms. Ismawati Binti Othman	<i>(Company Secretaries)</i>
BY INVITATION	:	Ms. Liew Fei Shane	<i>(Chief Financial Officer ("CFO"))</i>
BY INVITATION VIRTUALLY	:	Mr. Wong Wen Tak Mr. Wong Cheng Pin Mr. Hezrin Sukiman Mr. Gary Ting Mr. Elizabeth Er	<i>(Auditors from Grant Thornton Malaysia PLT)</i> <i>(Representatives of M &amp; A Securities Sdn. Bhd.)</i>

Mr. Lee Ting Kiat ("Mr. Lee"), the Chairman of the Board welcomed all the members present to the Full Virtual 3<sup>rd</sup> Annual General Meeting ("AGM") of the Company conducted via live streaming and online voting using Remote Participation and Voting ("RPV") Facility in accordance with the Companies Act 2016 and the Constitution of the Company.

The Chairman informed that attendance of the AGM is restricted to shareholders, proxies and authorised corporate representatives who have registered to join the Meeting remotely.

The Chairman introduced the directors, secretary and CFO present at the broadcast venue, namely Mr. Chaw Kam Shiang the Managing Director, Mr. Lau Cher Liang the Executive Director, Ms. Liew Fei Shane the CFO and Ms. Yong May Li, the Company Secretary of the Company. Other Board Members who participated via Zoom Meeting are Mr. Jason Tan Kim Song and Puan Dyana Sofya Binti Mohd Daud. Mr. Wong Weng Tak, Mr. Wong Cheng Ping and Mr. Hezrin Sukiman, representing the Auditors, and Mr. Gary Ting and Elizabeth Er, representing the Sponsor of the Company, also participated via Zoom Meeting.

The Chairman called the meeting to order after receiving the Company Secretary's confirmation that the requisite quorum is present.

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The Notice of Meeting was circulated to all the shareholders within the prescribed period. With no objection, the Chairman took the Notice of Meeting as read.

The Chairman then briefed all the members present that in view of voting procedures pursuant to Rule 8.29(a) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting shall be voted by poll. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. to conduct the poll voting electronically using their remote participation and voting facilities and Asia Securities Sdn. Berhad has been appointed as the Scrutineers to verify the poll results. The voting session was available from the commencement of this Meeting until the closure of the voting session.

The Chairman proceeded to invite the representative of the poll administrator, Tricor Investor & Issuing House Services Sdn. Bhd. to brief the shareholders and proxies present on the voting procedures. The poll results would be reflected on the screen after verified by the Scrutineers.

It was further highlighted that Ordinary Resolutions 1 to 6 require a simple majority of more than 50% votes from those members present in person or by proxies and voting at the meeting. The Chairman welcomed shareholders and proxies to raise questions in real time by transmitting their questions via the "Query Box" in TIIH Online website at <https://tiih.online>. The Board and Management would endeavour to respond the questions submitted during Q&A session after the conclusion on the agenda items of the Meeting. He added that if there is time constraint, the responses would be emailed to the shareholders or proxies concerned at the earliest possible time, after the Meeting.

Before proceeding with the meeting, Ms. Liew Fei Shane, the Chief Financial Officer gave a presentation on the Group's financial highlights and business activities for the financial year ended 30 June 2020.

The Chairman thanked Ms. Liew and then proceeded to the businesses of meeting as follows:-

1. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Audited Financial Statements of the Company and of the Group for the financial year ended 30 June 2020 and the Reports of Directors and Auditors ("AFS") was circulated to all the members of the Company within the prescribed period,

This agenda item did not require formal approval of shareholders, hence the item was meant for discussion only and not put for voting. With no further questions in relation to the AFS raised by the members present, the Chairman continued that the AFS together with reports of Directors and Auditors be duly received.

2. **PAYMENT OF DIRECTORS' FEES OF RM156,000 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2021**

***Resolution 1***

The Chairman proposed the motion to approve the payment of Directors' fees amounting to RM156,000.00 for the financial year ending 30 June 2021 to the meeting for consideration. The Directors who were also shareholders of the Company had abstained from voting on this resolution.

The Chairman then proceeded to the next item of the Agenda.

**3. PAYMENT OF DIRECTORS' BENEFITS OF RM30,000.00 FROM THE DATE OF THE THIRD AGM UNTIL THE NEXT AGM**

***Resolution 2***

The Chairman proposed the payment of directors' benefit amounting to RM30,000.00 from the date of the 3<sup>rd</sup> AGM 2021 until the next AGM 2022 to the meeting for consideration. As Mr. Lee Ting Kiat and Mr. Jason Tan Kim Song were interested in this motion, they and persons connected to them had abstained from voting on this resolution.

The Chairman then proceeded to the next item of the Agenda.

**4. RE-ELECTION OF DIRECTORS UNDER CLAUSE 128 OF THE COMPANY'S CONSTITUTION**

The Chairman informed the meeting that Mr. Jason Tan Kim Song and himself were subject to retirement under to Clause 128 of the Company's Constitution and being eligible, they have offered themselves for re-election.

**(a) TO RE-ELECT MR. LEE TING KIAT WHO RETIRES PURSUANT TO CLAUSE 128 OF THE COMPANY'S CONSTITUTION**

***Resolution 4***

The Chairman proposed the following motion to the meeting for consideration:

"THAT Mr. Lee Ting Kiat retiring pursuant to Clause 128 of the Company's Constitution and who being eligible, be hereby re-elected Director of the Company."

The Directors who were also shareholders of the Company had abstained from voting on this resolution.

**(b) TO RE-ELECT MR. JASON TAN KIM SONG WHO RETIRES PURSUANT TO CLAUSE 128 OF THE COMPANY'S CONSTITUTION**

***Resolution 3***

The Chairman proposed the following motion to the meeting for consideration:

"THAT Mr. Jason Tan Kim Song retiring pursuant to Clause 128 of the Company's Constitution and who being eligible, be hereby re-elected Director of the Company."

The Directors who were also shareholders of the Company had abstained from voting on this resolution.

The Chairman proceeded to the next item of the Agenda as the poll voting on this resolution would be conducted later.

**5. RE-APPOINTMENT OF MESSRS. GRANT THORNTON MALAYSIA PLT AS THE AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

***Resolution 5***

The Chairman proposed the motion that Messrs. Grant Thornton Malaysia PLT be re-appointed as Auditors of the Company for the financial year ending 30 June 2021 and to authorize the Directors to fix their remuneration to the meeting for consideration. The retiring Auditors had indicated their willingness for re-appointment.

The poll voting on this resolution would be conducted later.

The Chairman then proceeded to the Special Business of the Agenda.

**SPECIAL BUSINESS:**

6. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

**Resolution 6**

The Chairman proposed the following motion to the meeting for consideration:

“That pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) ACE Market Listing Requirements and the approvals of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury 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 issued from Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company.”

The poll voting on this resolution would be conducted later.

7. **ANY OTHER BUSINESS**

The Chairman informed that no notice had been received for any other business for this Meeting.

The Chairman had addressed the questions raised by the shareholders prior to the AGM and during the meeting via the “Query Box”. Key AGM Matters was prepared separately as an attachment as “Appendix I”.

As there was no further business to transact, the Chairman directed the poll for Resolutions 1 to 6 be taken and duly passed by conduct of poll by the shareholders and proxies who participated via the RPV Facility provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its TIIH Online website at <https://tiih.online>.

**ADJOURNMENT OF MEETING**

The Chairman adjourned the meeting at 10:35 a.m. to wait for validation of poll results by the Scrutineer.

**RESUMPTION OF MEETING**

The meeting resumed at 10:45 a.m. after the counting of votes had been completed.

The poll results were presented on the screen for shareholders’ notation as follows:

**Resolution 1: Approval of Directors’ Fees of RM156,000 for the Financial Year Ending 30 June 2021**

	<b>No. of Votes</b>	<b>%</b>
Votes in FAVOUR of the resolution	473,395,524	99.9800
Votes AGAINST the resolution	94,800	0.0200

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**Resolution 2: Approval of Directors' Benefits of RM30,000.00 from the date of the Third AGM until the next AGM**

	<b>No. of Votes</b>	<b>%</b>
Votes in FAVOUR of the resolution	473,395,524	99.980
Votes AGAINST the resolution	94,800	0.020

**Resolution 3: Re-election of Mr. Lee Ting Kiat**

	<b>No. of Votes</b>	<b>%</b>
Votes in FAVOUR of the resolution	473,432,324	99.992
Votes AGAINST the resolution	38,000	0.008

**Resolution 4: Re-election of Mr. Jason Tan Kim Song**

	<b>No. of Votes</b>	<b>%</b>
Votes in FAVOUR of the resolution	473,432,324	99.992
Votes AGAINST the resolution	38,000	0.008

**Resolution 5: Re-appointment of Messrs. Grant Thornton Malaysia PLT as Auditors**

	<b>No. of Votes</b>	<b>%</b>
Votes in FAVOUR of the resolution	473,117,324	99.9254
Votes AGAINST the resolution	353,000	0.0746

**Resolution 6: Authority to Directors to allot and issue shares pursuant to Section 75 and 76 of the Companies Act 2016**

	<b>No. of Votes</b>	<b>%</b>
Votes in FAVOUR of the resolution	473,376,024	99.9801
Votes AGAINST the resolution	94,300	0.0199

The Chairman declared that Resolutions 1 to 6 were duly passed by the shareholders and proxies present at the meeting.

**CLOSE OF MEETING**

As there were no other matter, the Meeting ended at 11.00 a.m. with a vote of thanks to the Chair.

**CONFIRMED**

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**MR. LEE TING KIAT**  
**CHAIRMAN**