

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 4th Annual General Meeting (“4th AGM”) of MTAG Group Berhad will be conducted fully virtual through live streaming and online meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia via its website at <https://tiih.online> on **Wednesday, 24 November 2021** at 10.00 a.m. or any adjournment thereof, 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 2021 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees of RM168,480 for the financial year ending 30 June 2022.
3. To approve the payment of Directors’ benefits up to an amount of RM40,000 from 4th Annual General Meeting until the conclusion of the 5th Annual General Meeting in year 2022.
4. To re-elect the following Directors who retire pursuant to Clause 128 of the Company’s Constitution: -
 - 4.1 Mr. Chaw Kam Shiang
 - 4.2 Ms. Dyana Sofya Binti Mohd Daud
5. To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2022 and to authorise the Board of Directors to fix their remuneration.

Resolution on Proxy Form

(Please refer Explanatory Note 1)

Ordinary Resolution 1

(Please refer Explanatory Note 2)

Ordinary Resolution 2

(Please refer Explanatory Note 2)

Ordinary Resolution 3

(Please refer Explanatory Note 3)

Ordinary Resolution 4

(Please refer Explanatory Note 3)

Ordinary Resolution 5

(Please refer Explanatory Note 4)

SPECIAL BUSINESS:

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

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

Ordinary Resolution 6

(Please refer Explanatory Note 5)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, 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 12 months does not exceed ten percent (10%) 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.

By order of the Board
MTAG GROUP BERHAD

Yong May Li (f) (LS 0000295)
(SSM Practicing Certificate No 202008000285)

Wong Chee Yin (f) (MAICSA 7023530)
(SSM Practicing Certificate No. 202008001953)
Company Secretaries

Johor Bahru
26 October 2021

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NOTES:

1. The 4th AGM will be conducted via fully virtual through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") in Malaysia via its TIIH Online website at <https://tiih.online>. Members are to participate, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "Participate") remotely at this 4th AGM via Remote Participation and Voting ("RPV") facilities provided by Tricor. Members are advised to follow the procedures of RPV as stated in the Administrative Guide.
2. According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.
3. For the purpose of determining who shall be entitled to Participate this 4th AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 17 November 2021. Only a member whose name appears on this Record of Depositors shall be entitled to Participate this 4th AGM via RPV or appoint a proxy to Participate on his/her/its behalf.
4. A member entitled to attend and vote at this 4th AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to Participate in his place. A proxy may but need not be a member of the Company.
5. A member of the Company who is entitled to attend and vote at the 4th AGM of the Company may appoint not more than two (2) proxies to Participate instead of the member at the Annual General Meeting.
6. 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.
7. 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.
8. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
9. 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 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 its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of electronic appointment, the proxy form must be deposited via TIIH Online 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.
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at 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 its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or via TIIH Online at <https://tiih.online> 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.
11. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging the proxy form is Monday, 22 November 2021 at 10.00 a.m.
13. For a corporate member who has appointed a representative instead of a proxy to participate in this meeting must request authorised representative to register himself/herself for RPV via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Guide for the AGM.

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EXPLANATORY NOTES:

Ordinary Business:-

1. **Agenda Item No. 1 - Audited Financial Statements for the year ended 30 June 2021**

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**

Ordinary Resolution 1: Payment of Directors' Fees

Ordinary Resolution 2: Payment of Directors' 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 Ordinary Resolution 1 is to facilitate the payment of Directors' fees on a current year basis.

The Proposed Ordinary Resolution 2 is for the Directors' 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 4th Annual General Meeting:

The estimated amount of Directors' Benefits payable to the Directors from the 4th Annual General Meeting and until the conclusion of the 5th Annual General Meeting, amounting to RM40,000 comprises the following:

The estimated amount of Directors' benefits comprises of meeting allowances for Non-Executive Directors which was calculated based on the number of scheduled Board's and Board Committees' meetings from the 4th Annual General Meeting until the 5th Annual General Meeting in year 2022.

3. **Agenda Item No. 4.1 and 4.2**

Ordinary Resolutions 3 And 4: Re-Election of Directors

Mr. Chaw Kam Shiang and Ms. Dyana Sofya Binti Mohd Daud are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 4th 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 Malaysia Securities Berhad and have the character, experience, integrity, competence and skill to effectively discharge their roles as Directors.

4. **Agenda Item No. 5**

Ordinary Resolution 5: Re-Appointment of Auditors

The Board has through the Audit Committee, considered the re-appointment of Messrs. Grant Thornton Malaysia PLT as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 4th Annual General Meeting are disclosed in the Audit Committee Report of the 2021 Annual Report.

Special Business:-

5. **Agenda Item No. 6**

Ordinary Resolution 6 : Authority to Directors to Allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016

Ordinary Resolution 6 proposed under item 6 of the Agenda is for the purpose of granting a renewal of the general mandate and if passed, will provide flexibility to the Company to issue new securities 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 fund raising 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 Annual General Meeting and unless earlier revoked or varied by the shareholders of the Company at a subsequent general meeting, shall expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares of the Company have been issued pursuant to the general mandate obtained at the 3rd AGM of the Company held on 23 November 2020, and which will lapse at the conclusion of the 4th AGM.