

THIS STATEMENT 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.

In line with the provisions of Guidance Note No. 22 on Perusal of Draft Circulars and Other Documents, Bursa Malaysia Securities Berhad has not perused this Statement as these transactions fall under the category of Exempt Circulars outlined in the aforesaid guidance note. Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

MTAG

MTAG GROUP BERHAD
Registration No. 20180100029 (1262041-V)

STATEMENT TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO FIVE PERCENT (5%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED AUTHORITY FOR SHARE BUY BACK”)

The Ordinary Resolution in respect of the above will be tabled as Special Business at the Company’s Sixth (6th) Annual General Meeting (“AGM”) to be held 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 Friday, 24 November 2023 at 10.00 a.m.

Notice of the AGM together with a Form of Proxy are set out in the Annual Report of the Company for the financial year ended 30 June 2023 are available at our Company’s website at www.mtaggroup.com.

You are advised to follow the procedures set out in the Administrative Guide to register, participate and vote remotely via the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its website at <https://tiih.online>.

The completed Proxy Form must be deposited at the office of Tricor at:

Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia	or	Customer Service Centre Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia
--	----	--

or lodged electronically via TIIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof as indicated below:

Last date and time for lodging the Proxy Form : Wednesday, 22 November 2023 at 10.00 a.m.
Date and time of virtual AGM : Friday, 24 November 2023 at 10.00 a.m.

DEFINITIONS

Except where the context otherwise requires, the following words and abbreviations shall apply throughout this Statement and have the following meanings:

Act	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
Board	:	Board of Directors of MTAG
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Code	:	Malaysian Code on Take-Overs and Mergers, 2016, as amended from time to time and any other re-enactment thereof
Director(s)	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Authority for Share Buy Back, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of MTAG, its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
EPS	:	Earnings Per Share
FYE	:	Financial year ended/financial year ending
Group	:	MTAG and its subsidiaries, collectively
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, as amended from time to time and re-enactment thereof
LPD	:	3 October 2023, being the latest practicable date prior to the issuance of this Statement
Major Shareholder(s)	:	Means a person who has 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 the 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.
MTAG	:	MTAG GROUP BERHAD [Registration No. 201801000029 (1262041-V)], a company listed on the ACE Market of Bursa Securities
NA	:	Net Assets
Person(s) Connected	:	In relation to a Director or Major Shareholder, means such person who falls under any one of the following categories: (i) a family member of the Director or Major Shareholder;

- (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary;
- (iii) a partner of the Director or Major Shareholder;
- (iv) 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 Director or Major Shareholder;
- (v) 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 Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
- (vi) a body corporate in which the Director, Major Shareholder or persons connected with the director or major shareholder are entitled to exercise, or control the exercise of, not less than twenty percent (20%) of the votes attached to voting shares in the body corporate; or
- (vii) a body corporate which is a related corporation of the Director or Major Shareholder.

Proposed Authority	:	Proposed authority for the Company purchase up to five percent (5%) of the total number of issued shares of the Company
Purchased Shares	:	MTAG shares that have been purchased pursuant to the Proposed Authority
RM and sen	:	Ringgit Malaysia and sen, respectively
Shares	:	Ordinary shares of MTAG
Statement	:	This Statement dated 26 October 2023 to the shareholders of MTAG in relation to the Proposed Authority for Share Buy Back
Substantial Shareholders	:	Has the meaning given in Section 136 of the Act
Treasury Shares	:	Has the meaning given under Section 127(4) of the Act

In this Statement, words referring to the singular shall, where applicable, include the plural and vice versa, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Statement to any legislation is a reference to that legislation as for the time being amended or re-enacted. Any reference to a time of a day in this Statement shall be a reference to Malaysian time, unless otherwise specified.

All references to “we”, “us”, “our”, “ourselves”, “our Company” or “MTAG” in this Statement are to MTAG Berhad and references to “our Group” are to our Company and subsidiaries collectively. All references to “you” or “your” in this Statement are to the shareholders of MTAG who are entitled to attend and vote at the AGM and whose names appear in our Record of Depositors at the time and on the date to be determined at a later date.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

CONTENTS

STATEMENT TO THE SHAREHOLDERS OF MTAG IN RELATION TO THE PROPOSED AUTHORITY FOR SHARE BUY BACK

	Page
1. INTRODUCTION	1
2. PROPOSED AUTHORITY OF SHARE BUY BACK	1
3. RATIONALE	2
4. TREATMENT OF PURCHASED SHARES	2
5. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED AUTHORITY	3
6. FUNDING	4
7. FINANCIAL EFFECTS OF THE PROPOSED AUTHORITY	4
8. PUBLIC SHAREHOLDING SPREAD	6
9. IMPLICATIONS OF THE CODE	7
10. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED	7
11. PURCHASE OF SHARES AND RESALE OF TREASURY SHARES	7
12. HISTORICAL SHARE PRICES	7
13. APPROVALS REQUIRED	7
14. DIRECTORS' RECOMMENDATION	8
15. FURTHER INFORMATION	8
16. APPENDIX I	9

MTAG

MTAG GROUP BERHAD
Registration No. 201801000029 (1262041-V)
(Incorporated in Malaysia)

Registered Office:
Suite 1301, 13th Floor
City Plaza, Jalan Tebrau,
80300 Johor Bahru
Johor

26 October 2023

Board of Directors:

Mr Chaw Kam Shiang, Managing Director
Mr Lau Cher Liang, Executive Director
Mr Lee Ting Kiat, Independent Non-Executive Chairman
Mr Jason Tan Kim Song, Independent Non-Executive Director
Ms Dyana Sofya Binti Mohd Daud, Independent Non-Executive Director

To: The Shareholders of MTAG

Dear Sir/Madam,

PROPOSED AUTHORITY FOR SHARE BUY BACK

1. INTRODUCTION

On 22 September 2023, the Board of Directors (“Board”) of MTAG, announced to Bursa Securities that MTAG is proposing to seek its shareholders’ approval for the authority to purchase its own shares up to five percent (5%) of the total number of issued shares at the forthcoming Sixth AGM (“6th AGM”) to be convened.

The purpose of this Statement is to provide you with the details of the Proposed Authority for Share Buy Back and to seek your approval for the ordinary resolution pertaining thereto to be tabled at the forthcoming 6th AGM. The Notice convening the 6th AGM of MTAG and the Form of Proxy have been circulated along with this notification of the Proposed Share Buy-Back.

SHAREHOLDERS OF MTAG ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSED AUTHORITY AT THE FORTHCOMING 6THAGM.

2. PROPOSED AUTHORITY FOR SHARE BUY BACK

The Company had not previously sought for a shareholders’ mandate to purchase its own shares. As such the Company has not purchased any shares, and does not retain any Treasury Shares as at the LPD date.

The Company proposes to seek approval from its shareholders at the forthcoming 6th AGM for the Proposed Authority. The Proposed Authority shall be effective upon the passing of the ordinary resolution to be tabled at the forthcoming 6th AGM of the Company and will continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the AGM at which the ordinary resolution for the Proposed Authority was passed, at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company after the date is required by law to be held; or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

3. RATIONALE

The Proposed Authority, if carried out, is expected to benefit the Company and its shareholders as follows:

- (i) The Proposed Authority will allow the Company to utilise its financial resources not immediately required for use to purchase its own shares from the open market. Depending on the funding cost for the purchase of its own shares, the Proposed Authority may strengthen the earnings per share of the Company's shares and if so, it is expected to benefit the shareholders of the Company.
- (ii) The Proposed Authority is expected to reduce any unwarranted volatility of the Company's shares and assist to stabilize the supply, demand and price of the shares in the open market, thereby supporting the fundamental values of its shares.
- (iii) The purchased shares may be held as Treasury Shares, and such shares may potentially be resold on Bursa Securities at a higher price and therefore realising a potential gain in the reserves. The Treasury Shares may also be distributed as share dividends to shareholders as a reward to the shareholders of the Company.

4. TREATMENT OF PURCHASED SHARES

Pursuant to Rule 12.17 of the Listing Requirements, the Company may only purchase its own shares at a price which is not more than 15% above the weighted average market price of the shares for the past 5 markets days immediately preceding the date of purchase.

In accordance with Section 127 of the Act, the Purchased Shares may be dealt, by the Board, in the following manner:

- (a) to cancel the Shares so purchased; or
- (b) to retain the Shares so purchased as Treasury Shares; or
- (c) to retain part of the Shares so purchased as Treasury Shares and cancel the remainder; or If such Purchased Shares are held as treasury shares, the Board may:
- (d) distribute the Treasury Shares as share dividends to Shareholders; or
- (e) resell the Treasury Shares or any of the said shares in accordance with the Listing Requirements; or
- (f) transfer the Treasury Shares or any of the said shares as purchase consideration; or
- (g) transfer the Treasury Shares or any of the said shares for the purposes of or under an employee's share scheme or such other purpose as allowed under the Act; or

- (h) cancel the Treasury Shares or any of the said shares; or
- (i) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe.

Appropriate announcement(s) and notice(s) will be made to Bursa Securities and the relevant authorities in respect of the Board's decision on the treatment of the Purchased Shares in compliance with the Listing Requirements and the Act. The Board may decide to cancel the Purchased Shares if the cancellation of the said shares is expected to enhance the EPS of the Group and thereby in the long term, have a positive impact on the market price of the Shares. If the Board decides to retain the Purchased Shares as Treasury Shares, it may distribute the Treasury Shares as share dividends to the Shareholders and/or resell the Purchased Shares in accordance with the Listing Requirements and utilise the proceeds for any feasible investment opportunity arising in future as working capital.

While the Purchased Shares are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distributions and otherwise are suspended, and the Treasury Shares shall not be taken into account in calculating the number or percentage of Shares or a class of shares in the Company for any purpose including substantial and major shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on resolution at a meeting of the Shareholders.

5. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED AUTHORITY

5.1 Potential Advantages

The potential advantages of the Proposed Authority to the Company and its shareholders, if exercised, are as follows:

- (i) It allows the Company to utilise its surplus financial resources to purchase MTAG Shares to enhance the value of shareholders' investments in the Company if there are no immediate use of the financial resources;
- (ii) To stabilise the supply and demand of MTAG Shares traded on the stock market of Bursa Securities and mitigate the volatility of MTAG Share prices. The stability of MTAG Share prices is important to maintain investors' confidence to facilitate future fund-raising exercises of the Company via the equity market;
- (iii) To provide opportunities for the Company to increase its financial resources if the Purchased Shares which are retained as treasury shares are resold at prices higher than the purchase prices;
- (iv) In the event the Treasury Shares are distributed as share dividends by the Company, it will serve to reward the Shareholders of the Company; and
- (v) The Treasury Shares may also be utilised as purchase consideration by the Company in corporate transactions thereby reducing the financial outflow and/or preserve the working capital of the Company.

5.2 Potential Disadvantages

The potential disadvantages of the Proposed Authority to the Company and its shareholders are as follows:

- (i) The purchase of MTAG Shares pursuant to the Proposed Authority, will reduce the financial resources available to the Group and may result in the Group forgoing future investment opportunities that may emerge in the future; and

- (ii) It may reduce the amount of financial resources available for the repayment of the Group's borrowings, for working capital or for distribution in the form of dividends to the Shareholders of the Company. However, the working capital of MTAG Group may recover and increase upon the reselling of the Purchased Shares as treasury shares.

Nevertheless, the Proposed Authority is not expected to have any potential material disadvantages to the Company and its Shareholders, as any share buy-back will be undertaken only after in-depth consideration of the financial resources of MTAG and the resultant impact on its Shareholders. Our Board, in exercising any decision in implementing the Proposed Authority will be mindful of the interests of the Company and its Shareholders.

6. FUNDING

The maximum amount allocated for such transactions shall not exceed the aggregate balance standing in the retained profits of the Company at the point of purchase. Based on the latest Audited Financial Statements of the Company for the financial year ended 30 June 2023, the retained profits of the Company amounted to RM1,842,684.

The Proposed Authority will be funded through internally generated funds and/or bank borrowings or a combination of both. The actual amount of borrowings will depend on the financial resources available at the time of purchase(s). The actual number of MTAG Shares to be purchased will depend on, amongst others, the prevailing market conditions, and sentiments of the stock market as well as the retained profits and the financial resources available to the Group at the time of the purchase(s).

In the event that the Company intends to purchase its own shares using bank borrowings, our Board shall ensure that the Company shall have sufficient funds to repay the bank borrowings and interest expense and that the repayment would have no material effect on the cash flow of the Company. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Share Buy-Back.

7. FINANCIAL EFFECTS OF THE PROPOSED AUTHORITY

7.1 Share Capital

The effects of the Proposed Authority on the number of shares of the Company will depend on whether the shares purchased are cancelled or retained as Treasury Shares.

For illustrative purposes only, the effect of the Proposed Authority based on the movement of the number of shares of the Company as at the LPD and assuming the shares so purchased are cancelled, is illustrated below:-

	No. of MTAG Shares
Existing total number of issued shares as at LPD	681,617,400
Less: Maximum number of MTAG Shares that may be purchased and cancelled pursuant to the Proposed Authority	(34,080,870)
Resultant issued shares after cancellation of MTAG purchased under the Proposed Authority	<u><u>647,536,530</u></u>

However, the Proposed Authority will not have any effect on the total number of issued shares of MTAG if all of the Purchased Shares are to be retained as treasury shares.

While the purchased shares remain as Treasury Shares the rights attached to them as to voting, dividends and participation in other distributions or otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 127 of the Act, the provisions of any law or requirements of the Constitution of the Company or the Listing Requirements on substantial shareholding, takeovers, notices, the requisition of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

7.2 EPS

The effect of the Proposed Authority on the earnings of the Group will depend on the number of MTAG Shares purchased, its actual purchase price of MTAG Shares and the effective funding cost to finance the purchases or loss in the interest income of the Group. Where the Shares so purchased are to be cancelled, the EPS of the Group will generally, all else being equal, increase as a result of the reduction in the issued shares of the Company.

7.3 NA

The Proposed Authority, if carried out, may increase or decrease the NA per Share depending on the purchase price(s) of the shares bought, the number of shares purchased, the effective funding cost and the treatment of the shares so purchased. The NA per Share of the Company will reduce if the purchase price exceeds the NA per Share and the NA per Share of the Company will increase if the purchase price is less than the NA per Share at the time of purchase.

For the Shares so purchased and kept as treasury shares, upon resale, the NA per Share will increase if the gain of the Shares resold has been realised. However, the quantum of the increase in NA per Share will depend on the selling prices of the treasury shares and the number of Treasury Shares resold.

7.4 Working Capital

The Proposed Authority, as and when implemented, will reduce the working capital and cashflow of MTAG Group. The quantum of which will depend on, amongst others, the number of Purchased Shares, purchase price(s) and any associated cost incurred in making the purchase. Nevertheless, the Board will be mindful of the interest of MTAG and its shareholders in undertaking the Proposed Authority and will assess the working capital needs of the MTAG Group prior to any purchase of MTAG Shares.

7.5 Dividends

The Proposed Authority is not expected to have any impact on dividend payments. The declaration of dividends will be determined by the Board after taking into consideration the performance of the Company, the cash flow and capital commitments of the Company. The buy-back of shares may reduce the distributable reserves available for dividends. However, the Board may distribute future dividends in the form of shares which have been bought back and retained as Treasury Shares.

7.6 Shareholdings

Based on the Register of Substantial Shareholders and the Register of Directors' Shareholdings respectively as at LPD and assuming that the Proposed Authority is implemented up to the maximum of 5% of the issued shares, and that the purchased shares are from shareholders other than the Directors and substantial shareholders of the Company, the effect of the Proposed Authority on the shareholding of the Directors and substantial shareholders of the Company are set out below :

(i) Substantial Shareholders' Shareholdings

The effects of the Proposed Authority on the Substantial Shareholders' shareholdings of the Company are set out below:-

Name	Shareholdings as at the LPD				After Proposed Authority ^{*1}			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of share	%	No. of shares	%	No. of shares	%
Chaw Kam Shiang	347,001,970	50.909	14,446,110 ^{*2}	2.119	347,001,970	53.588	14,446,110 ^{*2}	2.231
Lau Cher Liang	99,282,244	14.566	-	-	99,282,244	15.332	-	-
Ang Yam Fung	14,446,110	2.119	347,001,970 ^{*2}	50.909	14,446,110	2.231	347,001,970 ^{*2}	53.588

Notes:-

- ¹ Assuming up to 5% of the issued shares are purchased from shareholders other than the substantial shareholders of MTAG and all such shares purchased are cancelled.
- ² Deemed interest by virtue of his/her spouse's interest in the Company pursuant to Section 8 of the Companies Act 2016.

(ii) Directors' Shareholdings

The effects of the Proposed Authority on the Directors' shareholdings of the Company are set out below:-

Name	Shareholdings as at the LPD				After Proposed Authority ^{*1}			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of share	%	No. of shares	%	No. of share	%
Chaw Kam Shiang	347,001,970	50.909	14,446,110 ^{*2}	2.119	347,001,970	53.588	14,446,110 ^{*2}	2.231
Lau Cher Liang	99,282,244	14.566	-	-	99,282,244	15.332	-	-
Lee Ting Kiat	888,600	0.130	-	-	888,600	0.137	-	-
Jason Tan Kim Song	-	-	-	-	-	-	-	-
Dyana Sofya Binti Mohd Daud	-	-	-	-	-	-	-	-

Notes:-

- ¹ Assuming up to 5% of the issued shares are purchased from shareholders other than the Directors of MTAG and all such shares purchased are cancelled.
- ² Deemed interest by virtue of his spouse's interest in the Company pursuant to Section 8 of the Companies Act 2016.

8. PUBLIC SHAREHOLDING SPREAD

As at the LPD, the public spread of the Company is 32.28%. The Board is mindful of the requirement to maintain the public shareholding spread of at least twenty-five percent (25%) of the total number of listed shares of the Company (excluding treasury shares) pursuant to Rule 8.02(1) of the Listing Requirements and will continue to be mindful of such requirement when making any purchase of MTAG Shares pursuant to the Proposed Authority.

9. IMPLICATION OF THE CODE

The Company does not intend to undertake the Proposed Authority such that it will trigger any obligation on the substantial shareholders and/or persons acting in concert with them to undertake a mandatory general offer pursuant to the code.

However, in the event an obligation to undertake a mandatory general offer should arise with respect to any parties resulting from the Proposed Authority, the relevant parties shall make the necessary application to the Securities Commission for a waiver from having to undertake a mandatory general offer pursuant to the Code.

10. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED

Save for the inadvertent increase in the percentage shareholdings and/or voting rights of the shareholders as a consequence of the Proposed Authority as set out in Section 7.6 above, none of the Directors, substantial shareholders of the Company and/or persons connected to them has any interest, direct or indirect, in the Proposed Authority or resale of the Treasury Shares (if any).

11. PURCHASE OF SHARES AND RESALE OF TREASURY SHARES

As the Proposed Authority is an application for a new mandate which the Company had not previously sought approval for, the Company has not purchased or disposed its own shares, and does not own any Treasury Shares.

12. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Company's shares as traded on Bursa Securities for the past twelve (12) months from October 2022 to September 2023 are as follows :-

Month	High (RM)	Low (RM)
2022		
October	0.500	0.450
November	0.550	0.455
December	0.725	0.525
2023		
January	0.690	0.595
February	0.735	0.390
March	0.505	0.415
April	0.465	0.425
May	0.440	0.405
June	0.435	0.400
July	0.470	0.400
August	0.445	0.410
September	0.455	0.420

(Source: https://www.bursamalaysia.com/trade/trading_resources/listing_directory/company-profile?stock_code=0213)

The last transacted price of MTAG shares on the LPD was RM0.430.

13. APPROVAL REQUIRED

The Proposed Authority is subject to the approval of the shareholders of the Company at the forthcoming 6th AGM to be convened. Save for the approval of the shareholders of the Company, there are no other approvals required for the Proposed Authority.

14. DIRECTORS' RECOMMENDATION

The Board of Directors, after careful deliberation, is of the opinion that the Proposed Authority is in the best interest of the Company. Accordingly, the Board recommends that you **VOTE IN FAVOUR** of the ordinary resolution in respect of the Proposed Authority to be tabled at the forthcoming 6th AGM.

15. FURTHER INFORMATION

Shareholders are advised to refer to the attached APPENDIX I for further information.

Yours faithfully
For and on behalf of the Board of Directors of
MTAG GROUP BERHAD

LEE TING KIAT
Independent Non-Executive Chairman

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Statement. The Board confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Statement misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or copies of them are available for inspection at the registered office of the Company at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor during normal business hours from Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of the forthcoming 6th AGM:

- (i) the Constitution of MTAG; and
- (ii) the audited consolidated financial statements of MTAG for the past two (2) financial years ended 30 June 2022 and 2023;

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]