

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

**MINUTES** of the 8<sup>th</sup> Annual General Meeting of **MTAG GROUP BERHAD** ("MTAG" or "the Company") duly convened and held at Renaissance Hotel, 2, Jalan Permas 11, Bandar Baru Permas Jaya, 81750 Johor Bahru, Johor on **Friday, 28<sup>th</sup> November 2025** at 10.00 a.m.

SHAREHOLDERS	: Individuals (including Directors as holder)	: 13
	Corporate Representative	: 0
	By Proxy	: 7
	<i>(of which Chairman acted for 5 shareholders representing 0.54% of total voting rights)</i>	
DIRECTORS	: Mr. Lee Ting Kiat Mr. Chaw Kam Shiang Ms. Elly Chaw Ms. Dyana Sofya Binti Mohd Daud  Mr. Tang Kok Lian  Mr. William Mak Ting Rui	Chairman of the Meeting Managing Director Executive Director Independent Non-Executive Director  Independent Non-Executive Director  Independent Non-Executive Director
IN ATTENDANCE	Ms. Wong Chee Yin Ms. Nur Munirah binti Abu Bakar	(Company Secretary) (Representatives of Tricor Corporate Services Sdn. Bhd.)
BY INVITATION	: Ms. Liew Fei Shane Mr. Wong Wen Tak  Mr. Goh Chok Ying	(Group Financial Controller) (Auditors from Grant Thornton Malaysia PLT) (Auditors from Grant Thornton Malaysia PLT)

**CHAIRMAN'S ADDRESS:**

Mr. Lee Ting Kiat ("Mr. Lee"), the Chairman of the Board welcomed all the members present to the 8<sup>th</sup> Annual General Meeting ("AGM") of the Company.

**QUORUM OF MEETING:**

The Company Secretary confirmed the requisite quorum was present and the Chairman called the meeting to order at 10.01 a.m.

**INTRODUCTION OF BOARD OF DIRECTORS:**

The Chairman introduced the Board members, the Company Secretary, and the Auditor present at the AGM. Mr. Lee also took the opportunity to welcome the Company's new Group Financial Controller.

**NOTICE OF AGM:**

The Notice convening the AGM as set out in the Annual Report, which had been properly dispatched to the shareholders of the Company by email or post and duly advertised in a local newspaper, The Star, on 30 September 2025, was taken as read.

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**POLL VOTING AND ADMINISTRATIVE MATTERS:**

The Chairman briefed on the flow of the AGM. The meeting would begin with the tabling of the resolutions as set out in the Notice of AGM, followed by a Question & Answer ("Q&A") session. Upon completion of the Q&A session, the meeting will proceed to vote on all resolutions. Prior to the commencement of voting, the Company's Share Registrar would brief shareholders on the voting procedures.

Before proceeding with the meeting, Ms. Elly Chaw and Ms. Liew Fei Shane were invited to give a presentation on the Group's financial highlights and business activities for the financial year ended 30 June 2025.

The Chairman thanked Ms. Elly Chaw and Ms. Liew Fei Shane for their presentation and then proceeded to the businesses of meeting as follows:-

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025  
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 2025 and the Reports of Directors and Auditors ("AFS") were circulated to all the members of the Company within the prescribed period.

This agenda item did not require formal approval of shareholders, hence this item was meant for discussion only and was not put for voting.

As question, if any will be taken during the Q&A session, the Chairman confirmed that the AFS together with reports of Directors and Auditors be duly received.

**2. ORDINARY RESOLUTION 1:  
RATIFY THE PAYMENT OF DIRECTORS' FEES OF RM17,280 TO MR. TANG KOK LIAN,  
THE INDEPENDENT NON-EXECUTIVE DIRECTOR FOR THE FINANCIAL YEAR ENDED  
30 JUNE 2025.**

The meeting proceeded to item 2 on the agenda for Ordinary Resolution 2 that was to approve the ratification of the payment of Directors' fees of RM17,280 to Mr. Tang Kok Lian, the Independent Non-Executive Director for the financial year ended 30 June 2025, to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**3. ORDINARY RESOLUTION 2:  
RATIFY THE PAYMENT OF DIRECTORS' FEES OF RM10,800 TO MR. WILLIAM MAK  
TING RUI, THE INDEPENDENT NON-EXECUTIVE DIRECTOR FOR THE FINANCIAL  
YEAR ENDED 30 JUNE 2025**

The meeting proceeded to item 3 on the agenda for Ordinary Resolution 2 that was to approve the ratification of the payment of Directors' fees of RM10,800 to Mr. William Mak Ting Rui, the Independent Non-Executive Director for the financial year ended 30 June 2025, to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

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**4. ORDINARY RESOLUTION 3:**

**PAYMENT OF DIRECTORS' FEES OF RM360,000 TO THE DIRECTORS OF THE COMPANY FROM THE PERIOD FROM 1 JULY 2025 UNTIL CONCLUSION OF THE 9TH AGM TO BE HELD IN YEAR 2026**

The meeting proceeded to item 4 on the agenda for Ordinary Resolution 3 that was to approve the payment of Directors' fees of RM360,000 to the Directors of the Company from the period from 1 July 2025 until conclusion of the 9th AGM to be held in year 2026, to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**5. ORDINARY RESOLUTION 4:**

**PAYMENT OF DIRECTORS' BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM45,000 FROM THE CLOSE OF THE 8TH AGM UNTIL CONCLUSION OF THE 9TH AGM IN THE YEAR 2026**

The meeting proceeded to item 5 on the agenda for Ordinary Resolution 4 that was to approve the payment of Directors' benefits payable to the Directors of the Company up to an amount of RM45,000 from the close of the 8<sup>th</sup> AGM until conclusion of the 9<sup>th</sup> AGM in the year 2026, to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**6. ORDINARY RESOLUTIONS 5, 6, 7 AND 8:**

**RE-ELECTION OF DIRECTORS WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 128 AND 134 OF THE CONSTITUTION OF THE COMPANY**

**6.1 Ordinary Resolution 5: Mr Lee Ting Kiat – Clause 128**

Since the Chairman was the retiring director under this item of the Agenda, the Chairman proposed to elect Mr William Mak Ting Rui ("Mr William") to chair the meeting. There was no objection from the shareholders, Mr William took the chair.

Mr William proposed to the meeting for consideration for the re-election of Mr Lee who was subject to retirement by rotation under Clause 128 of the Company's Constitution and being eligible, he offered himself for re-election.

The profile of the retiring Director was set out on page 8 of the Annual Report 2025.

As question, if any will be taken during the Q&A session, Mr. William handed over the chair back to Mr. Lee to continue with the next of the item on the Agenda.

**6.2 Ordinary Resolution 6: Ms. Elly Chaw – Clause 134**

The Chairman then proceeded to the item 6.2 on the agenda for Ordinary Resolution 6 and proposed to the meeting for consideration for the re-election of Ms. Elly Chaw who was subject to retirement by rotation under Clause 134 of the Company's Constitution and being eligible, she have offered herself for re-election.

The profile of the retiring Director was set out on page 9 of the Annual Report 2025.

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With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**6.3 Ordinary Resolution 7: Mr. Tang Kok Lian – Clause 134**

The Chairman then proceeded to the item 6.3 on the agenda for Ordinary Resolution 7 and proposed to the meeting for consideration for the re-election of Mr. Tang Kok Lian who was subject to retirement by rotation under Clause 134 of the Company's Constitution and being eligible, he have offered himself for re-election.

The profile of the retiring Director was set out on page 10 of the Annual Report 2025.

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**6.4 Ordinary Resolution 8: Mr. William Mak Ting Rui – Clause 134**

For Agenda item 6.4, Resolution 8, the Chairman proposed to the meeting for consideration for the re-election of Mr. William Mak Ting Rui who was subject to retirement by rotation under Clause 134 of the Company's Constitution and being eligible, he have offered himself for re-election.

The profile of the retiring Director was set out on page 10 of the Annual Report 2025.

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**7. ORDINARY RESOLUTION 9:**

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

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 2026 and to authorize the Directors to fix their remuneration, to the meeting for consideration. The retiring Auditors had indicated their willingness for re-appointment.

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**8. ORDINARY RESOLUTION 10:**

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

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"), ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and

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upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- a. the conclusion of the next AGM of the Company held after the approval was given;
- b. the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorized to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**9. ORDINARY RESOLUTION 11:**  
**PROPOSED AUTHORITY FOR SHARE BUY-BACK**

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

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- i. the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed five per centum (5%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based

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on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,  
("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. 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.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

With no objection to the motion, the poll on this resolution would be conducted later. As question, if any will be taken during the Q&A session, the Chairman then proceeded to the next item on the Agenda.

**10. TO TRANSACT ANY OTHER BUSINESS**

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

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Meeting.

**Q&A SESSION:**

As there was no further business to transact, the Chairman informed the meeting that the Company had received a letter dated 21 November 2025 from the Minority Shareholders Watch Group ("MSWG") raising several questions in relation to Operation and Financial and Sustainability matters. The Chairman then proceeded to present and provide the Company's responses to the questions raised by MSWG was included in the Key AGM Matters as an attachment marked as "Appendix I".

**CONDUCT OF POLL:**

The Chairman informed the shareholders and proxy holders that voting would be conducted electronically. The Chairman then invited the Polling Administrator to brief the polling process to the shareholders for casting of votes.

The Share Registrars, Messrs Tricor Investor & Issuing House Services Sdn. Bhd. was appointed to act as the Poll Administrator and MK Advisory Management was appointed to act as Scrutineer to validate the votes cast at the meeting.

**ADJOURNMENT OF MEETING**

The Chairman adjourned the meeting for 20 minutes to wait for validation of poll results by the Scrutineer.

**RESUMPTION OF MEETING**

The meeting resumed at 11.56 a.m. after the counting of votes had been completed.

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

**Ordinary Resolution 1:** **To confirm and ratify the payment of Directors' fees of RM17,280 to Mr. Tang Kok Lian, the Independent Non-Executive Director for the financial year ended 30 June 2025**

	<b>No. of Votes</b>	<b>%</b>
Votes in FAVOUR of the resolution	408,699,186	99.9490
Votes AGAINST the resolution	208,500	0.0509

**Ordinary Resolution 2:** **To confirm and ratify the payment of Directors' fees of RM10,800 to the Independent Non-Executive Director for the financial year ended 30 June 2025**

	<b>No. of Votes</b>	<b>%</b>
Votes in FAVOUR of the resolution	408,699,186	99.9490
Votes AGAINST the resolution	208,500	0.0509

**Ordinary Resolution 3:** **To approve the payment of Directors' fees of RM360,000 to the Directors of the Company from the period from 1 July 2025 until conclusion of the 9<sup>th</sup> AGM to be held in the year 2026**

	<b>No. of Votes</b>	<b>%</b>
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<b>Ordinary Resolution 4:</b>	<b>To approve the payment of Directors' benefits payable to the Directors of the Company up to an amount of RM45,000 from the close of the 8<sup>th</sup> AGM until conclusion of the 9<sup>th</sup> AGM in the year 2026</b>						
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<b>Ordinary Resolution 11:</b>	<b>Proposed Authority for Share Buy-Back</b>						
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The Chairman declared that all the resolutions were duly passed by the shareholders and proxies present at the meeting.

**CLOSE OF MEETING**

As there were no other matters to discuss, the Meeting ended at 11.57 a.m. with a vote of thanks to the Chair.

**CONFIRMED**

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**MR. LEE TING KIAT**  
**CHAIRMAN**  
**MTAG GROUP BERHAD**