

NOTICE OF FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of the Company will be held at Level 1, Plumeria Room, PARKROYAL A'Famosa Melaka Resort, Jalan Kemus, Simpang Ampat, 78000 Alor Gajah, Melaka on **Monday, 20 May 2024 at 10:00 a.m.** for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial period from 3 November 2022 (date of incorporation) to 31 December 2023 together with the Reports of the Directors and the Auditors thereon. (Explanatory Note 1) The proposed Resolutions 1 to 10, if approved, will allow for the payment of the Directors' fees and benefits i.e., meeting allowances, for the period from their respective appointment dates until the next Annual General Meeting of the Company.
2. To approve the payment of Directors' fees to the following Directors of the Company from their respective appointment dates until the next Annual General Meeting of the Company:- (Explanatory Note 2) Based on the review by the Nomination and Remuneration Committee and the recommendation of the Board of Directors, the proposed Directors' fees and meeting allowances shall be payable as follows:
 - (a) Datuk Saleh Bin Mohd Dom; (Resolution 1) Directors' fees and meeting allowances from the Directors' respective dates of appointment until the First Annual General Meeting of the Company ("AGM") will be disbursed immediately after the First AGM
 - (b) Dato' Lau Kim San; (Resolution 2) Directors' fees and meeting allowances after the First AGM until the next AGM will be disbursed quarterly in arrears
 - (c) Mr. Tee Kok Hwa; (Resolution 3)
 - (d) Ms. Hooi Lian Jye; (Resolution 4)
 - (e) Mr. Yee Ying Sung; and (Resolution 5)
 - (f) Ms. Fong Hui Fong. (Resolution 6)
 The proposed rates for the Directors' fees and benefits payable to the following Directors are as follows:-

Director	Fees (RM)/ month	Meeting allowances (RM) / per meeting day
Datuk Saleh Bin Mohd Dom	5,000.00	1,200.00
Dato' Lau Kim San	10,000.00	0.00
Mr. Tee Kok Hwa	10,000.00	0.00
Ms. Hooi Lian Jye	5,000.00	1,200.00
Mr. Yee Ying Sung	5,000.00	1,200.00
Ms. Fong Hui Fong	5,000.00	1,200.00
3. To approve the payment of Directors' benefits payable to the following Non-Executive Directors of the Company from their respective appointment dates until the next Annual General Meeting of the Company:- (Explanatory Note 2)
 - (a) Datuk Saleh Bin Mohd Dom; (Resolution 7)
 - (b) Ms. Hooi Lian Jye; (Resolution 8)
 - (c) Mr. Yee Ying Sung; and (Resolution 9)
 - (d) Ms. Fong Hui Fong. (Resolution 10)
4. To re-elect the following Directors who are due to retire pursuant to Section 205(3)(a) of the Companies Act 2016, and being eligible, have offered themselves for re-election:- (Explanatory Note 3)
 - (a) Datuk Saleh Bin Mohd Dom; (Resolution 11)
 - (b) Dato' Lau Kim San; (Resolution 12)
 - (c) Mr. Tee Kok Hwa; (Resolution 13)
 - (d) Ms. Hooi Lian Jye; (Resolution 14)
 - (e) Mr. Yee Ying Sung; and (Resolution 15)
 - (f) Ms. Fong Hui Fong. (Resolution 16)
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. (Explanatory Note 4) (Resolution 17)

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

6. **ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** (Explanatory Note 5) (Resolution 18)

"THAT pursuant to the Companies Act 2016 ("the Act"), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Clause 16.6 of the Constitution of the Company, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
7. **ORDINARY RESOLUTION - PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")** (Explanatory Note 6) (Resolution 19)

"THAT subject to the provisions of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company and/or its subsidiary ("MTG Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 1.4 of the Circular to Shareholders dated 19 April 2024, which are necessary for the day-to-day operations of the MTG Group provided that such transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the Proposed New Shareholders' Mandate is subject to annual review and any authority conferred by the Proposed New Shareholders' Mandate shall only continue to be in force until:-

 - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
 - (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier,

AND THAT the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to this resolution."
8. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO.: 201908002648)
YEOW SZE MIN (MAICSA 7065735) (SSM PC NO. 201908003120)
 Company Secretaries

Kuala Lumpur
 Dated: 19 April 2024

Explanatory Notes

1. **Audited Financial Statements for the financial period from 3 November 2022 (date of incorporation) to 31 December 2023**
 This Agenda item is meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the members/shareholders for the Audited Financial Statements. Therefore, this Agenda item is not put forward for voting.
2. **Resolutions 1 to 10 - Payment of Directors' Fees and Benefits Payable**
 Pursuant to Section 230(1) of the Companies Act 2016, the fees and any benefits payable to the Directors of the Company shall be approved at a general meeting.
3. **Resolutions 11 to 16 - Re-election of Directors who are retiring pursuant to Section 205(3)(a) of the Companies Act 2016**
 Pursuant to Section 205(3)(a) of the Companies Act 2016 ("the Act"), at the first annual general meeting ("AGM") of a public company, all directors shall retire from office at the conclusion of the meeting. Section 205(5) of the Act further provides that a retiring director shall be eligible for re-election if he is not disqualified under the Act. For the purpose of determining the eligibility of each Director to stand for re-election at the First AGM of the Company, the Nomination and Remuneration Committee ("NRC") had reviewed and assessed each of the retiring Directors.
 Based on the said assessment, the Board of Directors ("Board") is satisfied with the performance and contributions of all the Directors of the Company, and supports the re-election of all the Directors based on the following considerations with respect to each Director:
 - (i) able to meet the Board's expectations in terms of character, experience, integrity, competency and time commitment in discharging their roles as Directors of the Company;
 - (ii) exercised due care and carried out professional duties proficiently; and
 - (iii) level of independence demonstrated by the Independent Non-Executive Directors.
 The retiring Directors have consented to their re-election and abstained from deliberations and voting on their re-election at the meetings of the NRC and Board.
 The profiles of the Directors are set out in the Annual Report in respect of the financial period from 3 November 2022 (date of incorporation) to 31 December 2023.
4. **Resolution 17 - Re-appointment of Auditors**
 The Audit and Risk Management Committee ("ARMC") had undertaken an assessment of the suitability and independence of the external auditors, Crowe Malaysia PLT, and is satisfied with Crowe Malaysia PLT's quality of audit, performance, competency and sufficiency of resources. The ARMC is also satisfied that Crowe Malaysia PLT is and will remain independent as external auditors of the Company.
 Supported by the ARMC's assessment, the Board recommends the re-appointment of Crowe Malaysia PLT as external auditors of the Company for the ensuing year at a fee to be fixed by the Board of Directors.
5. **Resolution 18 - Authority to Issue Shares pursuant to the Companies Act 2016 ("the Act")**
 The proposed Resolution 18 is intended to grant authority to the Directors of the Company pursuant to the Act, to issue and allot new shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "General Mandate"). The General Mandate, unless revoked or varied by the Company in a general meeting ("AGM"), will expire at the conclusion of the next AGM.
 The purpose to seek the General Mandate is to provide flexibility to the Directors of the Company for allotment of shares for any possible fund-raising activities for the purpose of funding future investment project(s), working capital, acquisition(s) and/or such other purposes as the Directors may deem fit without convening a general meeting as it would be time-consuming and would entail the Company incurring additional costs.
 Pursuant to Section 85 of the Act read together with Clause 16.6 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities.
 The proposed Resolution 18, if passed, would also allow the Directors of the Company to issue new shares to any person pursuant to the Act without having to offer new shares to be issued equally to all existing shareholders of the Company prior to issuance.
6. **Resolution 19 - Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
 The proposed Resolution 19, if approved, will enable the Company and/or its subsidiary to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations to facilitate transactions in the normal course of business of the Company with the related parties, provided that they are carried out on arms' length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.
 Please refer to the Circular to Shareholders dated 19 April 2024 for further detailed information.

Other Notes

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 May 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this Meeting.
2. A member of the Company entitled to attend and vote at this Meeting shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. A member may appoint more than one (1) proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
3. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to attend, participate, speak and vote at the meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Kuala Lumpur, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding this Meeting or adjournment thereof. All resolutions set out in this notice of meeting are to be voted by poll.