

THIS CIRCULAR 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, solicitor, accountant, bank manager or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused this Circular prior to the issuance of this Circular as it is prescribed as Exempt Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Master Tec Group Berhad was listed on the ACE Market of Bursa Securities on 29 January 2024. The admission of Master Tec Group Berhad to the ACE Market of Bursa Securities was sponsored by SJ Securities Sdn. Bhd., but was replaced by TA Securities Holdings Berhad with effect from 17 July 2024. TA Securities Holdings Berhad, the Sponsor of Master Tec Group Berhad, has reviewed this Circular prior to its issuance pursuant to Rule 4.27 of the ACE Market Listing Requirements of Bursa Securities.

Shareholders should rely on their own evaluation to assess the merits and risks of the proposal set out herein.



MASTER TEC GROUP BERHAD

[Registration No. 202201040911 (1486608-P)]

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

in relation to the

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The resolution for the above proposal will be tabled as Special Business at the Third Annual General Meeting ("**3rd AGM**") of Master Tec Group Berhad ("**MTG**" or "**Company**") to be held at Level 1, Calathea Room, PARKROYAL A'Famosa Melaka Resort, Jalan Kemus, Simpang Ampat, 78000 Alor Gajah, Melaka on Monday, 25 May 2026 at 10.00 a.m. The Notice of the 3rd AGM, together with the Form of Proxy, are set out in the Company's 2025 Annual Report, which are despatched together with this Circular.

If you are unable to attend and vote at the meeting, you may complete the Form of Proxy and deposit it at the office of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not later than forty-eight (48) hours before the time for holding the 3rd AGM. All resolutions set out in the Notice of the 3rd AGM are to be voted by poll.

Last date and time for lodging the Form of Proxy : Saturday, 23 May 2026 at 10.00 a.m.

Date and time of the 3rd AGM : Monday, 25 May 2026 at 10.00 a.m.

This Circular is dated 24 April 2026.

DEFINITIONS

Unless the context otherwise requires, the following definitions shall apply throughout the Circular:

"Act"	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"ARMC"	:	Audit and Risk Management Committee of MTG
"Board"	:	Board of Directors of MTG
"Bursa Securities" or "the Exchange"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Circular"		This circular to shareholders dated 24 April 2026 in relation to the Proposed Shareholders' Mandate
"Director(s)"	:	Director(s) of MTG and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Shareholders' Mandate, includes any person who is or was within the preceding 6 months from the date on which the terms of the transactions were agreed upon, a director of MTG, its subsidiaries or holding company or a chief executive officer of MTG, its subsidiaries or holding company
"Listing Requirements"	:	ACE Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
"LPD"	:	10 April 2026, being the latest practicable date for certain information disclosed in this Circular

DEFINITIONS (cont'd)

- "Major Shareholder(s)"** : 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 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 purposes of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company or any other corporation which is its subsidiary or holding company.

- "MTG" or "Company"** : Master Tec Group Berhad [Registration No. 202201040911 (1486608-P)]

- "MTG Group" or "Group"** : MTG and its subsidiaries as defined in the relevant section of the Act

- "MTWCSB"** : Master Tec Wire & Cable Sdn. Bhd. [Registration No. 200501023148 (705279-P)]

- "Person(s) Connected"** : In relation to a Director or Major Shareholder (referred to as "**said Person**"), means such person who falls under any one (1) of the following categories: -

- i. a family member of the said Person (for the purpose of this definition, "**family**" means and includes spouse, parent, child including an adopted child and step-child, brother or sister, spouse of child including an adopted child and step-child, and spouse of brother or sister);
- ii. a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or their family member, is the sole beneficiary;
- iii. a partner of the said Person;
- 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 said Person;

DEFINITIONS (cont'd)

- v. a person, or where the person is a body corporate, the body corporate or its directors whose directions, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - vi. a body corporate in which the said Person or persons connected with them are entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - vii. a body corporate which is a related corporation (for the purpose of this definition, **"related corporation"** means a corporation which is the holding company of another corporation; a subsidiary of another corporation; or a subsidiary of the holding company of another corporation) of the said Person.
- "Proposed Shareholders' Mandate"** : Proposed renewal of existing shareholders' mandate for the RRPT pursuant to Rule 10.09(2) of the Listing Requirements
- "Recurrent Related Party Transaction(s)" or "RRPT"** : Recurrent RPTs of a revenue or trading nature, which are recurrent, of a revenue or trading nature and which is necessary for the day-to-day transaction of the MTG Group and is within the ordinary course of business of the MTG Group
- "RPT"** : Related party transaction
- "Related Party(ies)"** : A Director, Major Shareholder or persons connected with such a Director or Major Shareholder
- "RM"** and **"sen"** : Ringgit Malaysia and sen
- "Substantial Shareholder(s)"** : As defined in the relevant section of the Act

In this Circular, unless there is something in the subject or context inconsistent herewith, words importing the singular shall include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine genders and vice versa and reference to persons shall include corporations.

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

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MASTER TEC GROUP BERHAD

[Registration No. 202201040911 (1486608-P)]
(Incorporated in Malaysia)

Registered Office:

No. 60-1, Jalan Lagenda 5,
Taman 1 Lagenda,
75400 Melaka

24 April 2026

The Board of Directors:

Datuk Saleh bin Mohd Dom (*Independent Non-Executive Chairman*)
Dato' Lau Kim San (*Non-Independent Executive Director and Managing Director*)
Tee Kok Hwa (*Non-Independent Executive Director and Chief Executive Officer*)
Yee Ying Sung (*Independent Non-Executive Director*)
Hooi Lian Jye (*Independent Non-Executive Director*)
Fong Hui Fong (*Independent Non-Executive Director*)

To: The Shareholders of MTG

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

INTRODUCTION

At the 2nd AGM of MTG held on 20 May 2025, the shareholders had inter-alia, granted a mandate for MTG to enter into RRPT based on commercial terms that are not more favourable to the Related Party(ies) than those generally available to the public.

The authority conferred by the shareholders' mandate shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of MTG at the forthcoming AGM.

On 17 April 2026, the Board announced that MTG is proposing to seek approval from its shareholders for the Proposed Shareholders' Mandate at the forthcoming 3rd AGM of MTG.

The purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate and to seek your approval in respect of the ordinary resolution pertaining to the Proposed Shareholders' Mandate as an agenda item under Special Business to be tabled at the forthcoming 3rd AGM of the Company. The Notice of the 3rd AGM, together with the Form of Proxy, are enclosed in the Company's 2025 Annual Report.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 3RD AGM.

1.0 INFORMATION ON THE PROPOSED SHAREHOLDERS' MANDATE

1.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, a listed corporation may seek a mandate from its shareholders for RRPT subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the below threshold in relation to a listed corporation with a share capital of RM60 million and above:
 - (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (b) the percentage ratio of such RRPT is 1% or more,whichever is the higher;
- (iii) the listed corporation's circular to shareholders for the shareholder mandate includes the information as may be prescribed by the Exchange, and the draft circular must be submitted to the Exchange for perusal, where required, together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholder mandate, the related party with any interest, whether direct or indirect ("**interested related party**"), and where the interested related party is a person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution in respect of the RPT. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution in respect of the RPT; and
- (v) the listed corporation immediately announces to the Exchange when the actual value of a RRPT entered into by the listed corporation, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more, and must include the information as may be prescribed by the Exchange in its announcement.

Accordingly, the Board proposes to seek your approval for the Proposed Shareholders' Mandate. The Proposed Shareholders' Mandate will allow MTG Group, in the ordinary course of business, to enter into RRPT referred to in Section 1.4 of this Circular with the Related Party(ies), provided that such transactions are made on arm's length basis, on MTG Group's normal commercial terms and on terms not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders of MTG.

1.2 Validity Period of the Proposed Shareholders' Mandate

The authority to be conferred pursuant to the Proposed Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming 3rd AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

1.3 Principal Activities of MTG Group

MTG is an investment holding company. The principal activities of the subsidiaries of MTG as at the LPD are as follows:

Name and registration number	Effective equity interest (%)	Principal activities
MTWCSB [200501023148 (705279-P)]	100	Manufacturing and distribution of power cables, control and instrumentation cables, and other related products and the trading of power cables, fibre optic cables, and other related products.
Master Tec Engineering Sdn. Bhd. [202501016977 (1618391-V)]	100	Sales of wires and cables and other power-related products.
Sediacom Sdn. Bhd. (" SSB ") [201101003546 (931684-W)]	51	Contractor in providing underground utilities engineering services and solutions.

1.4 Nature of the RRPT and Class of Related Party(ies)

The details of and nature of RRPTs which will be entered by the MTG Group and the Related Party(ies) are set out below:

Related Transacting Company with MTG Group	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected	Nature of Transaction	Actual value transacted from the date of the last AGM on 20 May 2025 up to the LPD (RM)	Estimated aggregate value of the RRPT as disclosed in the preceding year's Circular to Shareholders dated 21 April 2025 (RM)	Estimated aggregate value of transactions from 25 May 2026 (date of 3rd AGM) up to the date of next AGM (RM)
Master Cable (B) Sdn. Bhd. ("MCBSB")	Dato' Lau Kim San ^(a)	Sale of copper and aluminium-cored low and medium voltage power cables by MTWCSB to MCBSB ^(b)	5,602,438.68	15,000,000	15,000,000
Total					15,000,000

Notes:

- (a) Dato' Lau Kim San is a Director and Major Shareholder of MTG. Dato' Lau Kim San is also a shareholder of MCBSB with 33.33% equity interest in MCBSB.
- (b) MCBSB is the authorised distributor of the MTG Group's cables and wires in Brunei.

The above estimated values are based on the Group's best estimation of the value of the RRPTs to be transacted from 25 May 2026 (date of 3rd AGM) up to the date of the next AGM. These estimations were arrived at by the Group's management after taking into consideration both historical data and prevailing rates/prices obtained from the Related Party(ies) which are market-competitive prices based on the normal level of transactions entered into by the MTG Group, and hence, their actual transacted values may differ.

As at the LPD, there was no amount due and owing to the MTG Group by the Related Party(ies) pursuant to the RRPT which has exceeded the credit term.

1.5 Review Procedures for the RRPT

The Group has established the following procedures and guidelines to ensure that the RRPT is undertaken on arm's length basis and on transaction prices and normal commercial terms that are not more favourable to the Related Party(ies) than those normally available to the public and are not to the detriment of the minority shareholders of the Company:

- (a) The sale and purchase of products shall be determined based on prevailing rates/prices of the products (including where applicable, preferential rates/prices/discounts accorded to a class or classes of customers) according to the usual commercial terms, business practices and policies. The transaction price for the sale and purchase of products are determined by comparing quotations from local suppliers, quality and delivery service, as well as feedback from the Group's sales and purchasing personnel on the indicative pricing.

Wherever possible, the Group's management will endeavour that at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison purposes, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities (if applicable).

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, such as where in-depth knowledge, understanding and evaluation of the requirements of the industry are critical for the products/services offered, the transaction price will be determined by the MTG Group based on the usual business practice and on terms which are generally in line with industrial norms and not detrimental to the Group.

- (b) The Board will ensure that all transactions with the Related Party(ies) will only be entered into after taking into consideration the pricing, level and quality of products or services. There is no specific individual threshold for the approval of RRPT within the Group.
- (c) A list of Related Party(ies) of the MTG Group will be circulated to the Directors of the Company and its subsidiaries from time to time to notify that all transactions with such Related Party(ies) are undertaken on arm's length basis and on normal commercial terms which are not more favourable to the Related Party(ies) than those generally available to the public and are not detrimental to the minority shareholders of the Company.
- (d) Records of RRPT will be retained and compiled for review by the ARMC.
- (e) MTG will make disclosures in its Annual Report on the breakdown of the aggregate value of transactions made pursuant to the shareholders' mandate during the financial year and for the subsequent financial years in which the mandate remains in force based on the type of RRPTs made and the nature of relationship of the Related Party(ies).
- (f) The ARMC will periodically review the procedures set by MTG to monitor RPT.
- (g) The ARMC will review all RRPTs. Any member of the ARMC may, as he/she deems fit, request for additional information pertaining to the RRPTs from independent sources or professionals.
- (h) The interested Directors will abstain from deliberating and voting on all matters pertaining to the RRPT at the relevant meetings of the Board.

1.6 Statement by ARMC

The ARMC has reviewed the procedures as set out in Section 1.5 of this Circular and is of the view that the said procedures are sufficient to ensure that the RRPTs are conducted on arm's length basis and in accordance with the Group's normal commercial terms and on terms which are not more favourable to the Related Party(ies) than those generally available to the public, and are not to the detriment of the minority shareholders of the Company. Any member of the ARMC who may be interested in any RRPT shall not be involved in the review of the RRPTs.

The ARMC is also of the view that the MTG Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The procedures are also reviewed by the ARMC on a quarterly basis together with the review of the Group's quarterly financial results, or such frequency as the ARMC considers appropriate having regard to the value and the frequency of the RPTs.

1.7 Disclosure of RRPT

Disclosure will be made in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT entered into during the financial year based on the following information:

- (i) types of the RRPT made; and
- (ii) names of the Related Party(ies) involved in each type of the RRPTs made and their relationship with the Company.

The above disclosure will be made in the Company's Annual Report for each subsequent financial year after the Proposed Shareholders' Mandate has been obtained, where necessary.

If the actual value of a RRPT exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more, MTG will make an immediate announcement, which will include the information as may be prescribed, to Bursa Securities.

1.8 Guidelines on Thresholds of Authority

There are no specific thresholds for approval of RRPT within the Group. However, all potential RRPT will be reviewed by the ARMC and approved/ratified by the Board. All business transactions shall be reviewed and approved by the appropriate levels of authority as determined by the senior management of the Group and/or the Board from time to time, subject to the provisions in the Listing Requirements and/or the Act, where necessary.

Where any Director has interest (direct or indirect) in a transaction, the said Director shall abstain from deliberating and voting on the particular resolution approving the transaction. However, the senior management of the Group will seek the approval of the Managing Director/Executive Director and the ARMC before entering into any transaction that will cause the Group to exceed the estimated aggregate value approved as per the Proposed Shareholders' Mandate.

2.0 RATIONALE FOR AND BENEFIT TO MTG IN TRANSACTING WITH THE RELATED PARTY(IES)

The RRPTs with the Related Party(ies) are all in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time.

The Proposed Shareholders' Mandate will enhance the ability of the MTG Group to pursue business opportunities which are time-sensitive in nature and will eliminate the need for MTG to announce and convene separate general meetings (if applicable) to seek prior approval of the shareholders for such RRPTs. This will substantially reduce the expenses associated with the convening of general meetings on an ad-hoc basis, improve administration efficiency and allow manpower resources and time to be channelled towards attaining other corporate objectives.

In addition, the Related Party(ies) have also proven to be reliable in their purchase and delivery of services and products as well as fulfilling the quality expectations of the Group. Due to previous business dealings with the Related Party(ies), the Related Party(ies) are familiar with the Group's operations and are able to meet the Group's business requirements even when short notice is given. This will allow the Group to benefit from sudden business opportunities that may have arisen and enable the Group to derive additional income.

The sales and purchase of the products and services are considered by the Board to be beneficial to the MTG Group as they constitute transactions which are necessary for the day-to-day operations of the MTG Group, and in turn, contribute to the generation of its turnover and profit.

3.0 INTERESTS OF THE DIRECTOR, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Dato' Lau Kim San, being the interested Director in the RRPTs, has abstained and will continue to abstain from all Board deliberations and voting on the resolutions pertaining to the Proposed Shareholders' Mandate.

Dato' Lau Kim San, being the interested Director and/or Major Shareholder in the RRPTs, will abstain from voting in respect of his direct and/or indirect shareholdings on the resolution approving the Proposed Shareholders' Mandate at the forthcoming 3rd AGM of the Company.

In addition, Dato' Lau Kim San, being the interested Director and/or interested Major Shareholder, have undertaken to ensure that any persons connected to him will abstain from voting in respect of his direct and/or indirect shareholdings on the resolution deliberating or approving the Proposed Shareholders' Mandate at the forthcoming 3rd AGM of the Company.

Save as disclosed above, none of the other Directors and/or Major Shareholders and/or persons connected to them have any interest, whether directly or indirectly, in the Proposed Shareholders' Mandate.

The following table illustrates the direct and indirect interests of the interested Director and Major Shareholders and the persons connected to him as at the LPD prior to the printing of this Circular:

	Shareholdings as at the LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Director/ Interested Major Shareholders				
Dato' Lau Kim San	189,277,100	18.557	⁽¹⁾ 561,015,000	55.001
MTPC Sdn Bhd (" MTPCSB ")	561,000,000	55.000	-	-
Persons connected to interested Director/ Major Shareholders				
Clement Lau Wei Kiat (son of Dato' Lau Kim San)	15,000	0.001	-	-
Lau Geok Cheng (sister of Dato' Lau Kim San)	98,000	0.010	-	-

Note:

- (1) *Deemed interest pursuant to Section 8 of the Act by virtue of shares held through MTPCSB and his son's (Clement Lau Wei Kiat) shareholdings.*

4.0 EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will have no effect on the share capital as well as the Major Shareholders' shareholdings of MTG, and is not expected to have any material effect on the net assets and earnings of the MTG Group.

5.0 DIRECTORS' RECOMMENDATION

The Directors (save for the interested Director, namely Dato' Lau Kim San, who has abstained from deliberations in respect of the Proposed Shareholders' Mandate) ("**Non-Interested Directors**"), having considered all aspects of the Proposed Shareholders' Mandate, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and its shareholders.

Accordingly, the Non-Interested Directors recommend that the shareholders of the Company vote in favour of the resolution in respect of the Proposed Shareholders' Mandate to be tabled at the forthcoming 3rd AGM of the Company.

6.0 3RD AGM

The 3rd AGM of MTG, with the Notice enclosed in the Company's 2025 Annual Report, will be held at Level 1, Calathea Room, PARKROYAL A'Famosa Melaka Resort, Jalan Kemus, Simpang Ampat, 78000 Alor Gajah, Melaka on Monday, 25 May 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolution pertaining to the Proposed Shareholders' Mandate described herein.

If you are unable to attend and vote at the meeting, you may complete the Form of Proxy and deposit it at the office of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not later than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

7.0 FURTHER INFORMATION

Shareholders are advised to refer to the attached **Appendix I** of this Circular for further information.

Yours faithfully
For and on behalf of the Board of
MASTER TEC GROUP BERHAD

DATUK SALEH BIN MOHD DOM
INDEPENDENT NON-EXECUTIVE CHAIRMAN

FURTHER INFORMATION

1. Directors' Responsibility Statement

The Directors have seen and approved this Circular and they, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no false or misleading information or other facts which, if omitted, would make any statement herein false or misleading.

2. Material Contracts

Save as disclosed below, there were no other material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company and/or its subsidiaries, within the two (2) years immediately preceding the date of this Circular:

- (i) the Settlement Agreement dated 9 May 2024 between MTWCSB, KTL Sdn. Bhd. ("**KTLSB**"), Focal Talent Sdn. Bhd. and PBB Management Sdn. Bhd. for the purpose of recording their agreement and settling part of the outstanding sum amounting to RM1,000,000.00 due and payable by KTLSB to MTWCSB by setting off against the value of the three (3) properties stipulated in the said Settlement Agreement, which was completed on 8 November 2024;
- (ii) the Sale and Purchase Agreement dated 6 August 2024 between MTWCSB and Maximum Scale Sdn. Bhd. for the purpose of purchasing of all that freehold vacant industrial land held under GRN 31898, Lot 1309, Mukim Rembia, Daerah Alor Gajah, Melaka comprising an area of 5,205 square meters with postal address No. PT 182, Jalan Alor Gajah Melaka, Kawasan Perindustrian Rembia (ZIP), 78000 Alor Gajah, Melaka at a total purchase consideration of RM2,577,203.00, which was completed on 17 February 2025;
- (iii) the Subscription Agreement dated 10 October 2024 between the Company and SSB for the purpose of subscribing 1,040,817 new ordinary shares in the capital of SSB, for a total subscription price of RM3,737,000.00, which was completed on 23 October 2024;
- (iv) the Shareholders Agreement dated 10 October 2024 between the Company, Hau Han Shyong, Wong Yew Meng and SSB for the purpose of setting out the mutually agreed rights, duties, liabilities and obligations of the shareholders and making provisions for the management, operations and the conduct of affairs of the Company, which was completed on 23 October 2024; and
- (v) The Sale and Purchase Agreement dated 21 February 2025 between MTWCSB and multiple joint landowners for the purpose of purchasing of all that property held under GRN 66021 Lot 19798, Mukim Jasin, Daerah Jasin, Negeri Melaka measuring 42.59 acres (1,855,220.40 square feet) at a total purchase consideration of RM10,203,712.20, which is estimated to complete in second quarter of 2026.

3. Material Litigation, Claims and Arbitration

There are no material litigations, claims or arbitrations wherein MTG or its subsidiaries are engaged in either as plaintiff or defendant and the Board is not aware of any proceedings, pending or threatened against the Company and/or its subsidiaries, or of any facts likely to give rise to any proceedings which might materially or adversely affect the financial position or business operations of the MTG Group.

4. Documents Available for Inspection

The following documents (or copies thereof) in respect of the Company are available for inspection at our Registered Office at No. 60-1, Jalan Lagenda 5, Taman 1 Lagenda, 75400 Melaka during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the 3rd AGM of the Company: -

- (a) the Company's Constitution;
- (b) the material contracts referred in Section 2 of this **Appendix I**; and
- (c) the audited consolidated financial statements of the Group for the financial year ended 31 December 2024 and 31 December 2025 and the latest unaudited results since the last audited financial statements, if any.

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EXTRACT OF THE NOTICE OF THE 3RD AGM

**7. ORDINARY RESOLUTION
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR
EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF
SHAREHOLDERS' MANDATE")**

"**THAT** subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/ or its subsidiaries ("**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 24 April 2026, 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. (Ordinary Resolution 13)

THAT the Proposed Renewal of Shareholders' Mandate is subject to annual review and any authority conferred by the Proposed Renewal of 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."

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