



NOTICE OF 16TH
ANNUAL GENERAL
MEETING

MMM GROUP BERHAD
(FORMERLY KNOWN AS ASIA MEDIA GROUP BERHAD)
Registration No. 200801011849 (813137-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Sixteenth (“16th”) Annual General Meeting [“AGM”] of the Company will be convened and held at Unit 15-1, Menara Choy Fook On, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on Friday, 16 August 2024 at 10.30 a.m. to transact the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of Directors and Auditors thereon. **(Refer to Explanatory Note i)**
2. To re-elect the following directors who retire in accordance with Rule 133 of the Company’s Constitution, being eligible, offer themselves for re-election:
 - a) Datuk Chiw Tiang Chai **(Resolution 1)**
 - b) Mr. Oh Teik Keng **(Resolution 2)**
3. To approve the payment of Directors’ fees and any other benefits up to RM175,000.00 to non-executive directors for the period from 17th August 2024 until the next annual general meeting of the Company. **(Resolution 3)**
4. To re-appoint Messrs. ChengCo PLT as Auditor of the Company and to authorise the Directors to fix ChengCo PLT’s remuneration. **(Resolution 4)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution:

5. **Ordinary Resolution – Authority to Issue Shares pursuant to Section 75 and 76 of the Companies Act 2016** **(Resolution 5)**

“THAT subject always to the Companies Act 2016, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016 to allot shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

6. Ordinary Resolution – Proposed Shareholders’ Mandate for Recurrent Related Party Transactions

(Resolution 6)

“THAT, subject to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company and/or its subsidiary companies be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature set out in the Circular to the Shareholders of the Company dated 18 July 2024 which are necessary for their day-to-day operations in the ordinary course of business of MMM Group 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.

AND THAT, such approval, shall continue to be in force until:

- i) 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 mandate is renewed;
- ii) the expiry of the period within which the next annual general meeting of the Company following the forthcoming annual general meeting at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Companies Act 2016, without regard to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
- iii) revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting.

Whichever is earlier.

AND THAT, the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders’ Mandate.”

7. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

TIEW SZE HANN (MAICSA 7058007) (SSM Practising Certificate No. 201908000034)

TAN KOK SIONG (LS0009932) (SSM Practising Certificate No. 202008001592)

YEE SEK LING (LS0010508) (SSM Practising Certificate No. 202008004358)

Company Secretaries

Kuala Lumpur;

18 July 2024

NOTES:-

1. *A member of the Company entitled to attend and vote at this meeting may appoint not more than two (2) proxies to vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.*
2. *Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
3. *A proxy may but need not be a member of the Company.*
4. *If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its attorney.*
5. *The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified true copy thereof shall be deposited at the Company's Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time set for the meeting.*
6. *Depositor whose name appears on the Record of Depositors as at 9 August 2024 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at the meeting.*
7. *All resolutions at the 16th Annual General Meeting or any adjournment thereof shall be voted by poll.*

EXPLANATORY NOTES

i. **Agenda 1 – Audited Financial Statements for financial ended 31 March 2024**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not put for voting.

ii. **Agenda 3 (Resolution 3) – To approve the payment of Directors' fees and any other benefits up to RM175,000.00 to non-executive directors for the period from 17th August 2024 until the next annual general meeting of the Company.**

The proposed Directors' fees and any other benefits of up to RM175,000 for the services rendered from the 17 August 2024 until the next AGM of the Company will only be made by the Company as and when incurred if the proposed Ordinary Resolution 3 has been passed at the 16th AGM.

In determining the total estimated amount of the Directors' Benefits, the Board has considered the number of scheduled meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in the meetings.

iii. Agenda 4 (Resolution 4) - To re-appoint Messrs. ChengCo PLT as Auditor of the Company

Based on the results of the External Auditors' Evaluation for the financial year ended 31 March 2024, the Audit Committee and Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the External Auditors, ChengCo PLT, in carrying out their duties. Being satisfied with ChengCo PLT's performance, the Board recommends their re-appointment for shareholders' approval at the 16th AGM of the Company. ChengCo PLT have expressed their willingness to continue in office and to hold office as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Board of Directors of the Company.

iv. Agenda 5 (Resolution 5) - Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 5 is for the purpose of granting a renewed general mandate and authorise the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued and paid-up capital of the Company for the time being for such purposes as the Directors would consider to be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next conclusion of the Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Fifteenth (15th) Annual General Meeting held on 15 September 2023 and which will lapse at the conclusion of the Sixteenth (16th) Annual General Meeting. Nevertheless, a renewal for the said mandate is sought to avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. The aforesaid authority is to give the Directors the authority and flexibility to raise fund more expediently via issuance of shares for purpose of funding future investments, working capital and/or any acquisition.

v. Agenda 6 (Resolution 6) - Proposed Shareholders' Mandate for Recurrent Related Party Transactions

The Proposed Resolution 6 is to authorise the Company and/or its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are 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. Further details on the Shareholders' Mandate are provided in the Circular to Shareholders dated 18th July 2024.