

MMM GROUP BERHAD
Registration No. 200801011849 (813137-V)
Incorporated in Malaysia

MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED ENTIRELY ON UNIT 15-1, MENARA CHOY FOOK ON, JALAN YONG SHOOK LIN, SEKSYEN 7, 46050 PETALING JAYA, SELANGOR ON FRIDAY, 29 AUGUST 2025 AT 10:30 A.M.

- DIRECTORS** : Dato' Rosni Binti Zahari (*Executive Chairman*)
Mr. Tan Chia Hong @ Gan Chia Hong (*Executive Director*)
Mr. Chen, Jui-Liang (*Executive Director*)
Datuk Chiw Tiang Chai (*Non-Independent Non-Executive Director*)
Mr. Tan Choon Fuh (*Independent Non-Executive Director*)
- ABSENT WITH APOLOGIES** : Mr. Oh Teik Keng (*Independent Non-Executive Director*)
- IN ATTENDANCE** : Mr. Tiew Sze Hann (Company Secretary)
Mr. Tan Yu Qing (Assisting Company Secretary)
- SHAREHOLDERS AND PROXIES** : As per attendance list
- BY INVITATION** : As per attendance list

1. CHAIRMAN

Dato' Rosni Binti Zahari ("**Dato' Rosni Chairman**") was in the Chair. Dato' Rosni Chairman welcomed all present to the Meeting and thanked them for attending the Seventeenth Annual General Meeting ("**17th AGM**") of the Company. Dato' Rosni Chairman then called the Meeting to order at 10:38 a.m.

Dato' Rosni Chairman proceeded to introduce the members of the Board of Directors and the Company Secretary who were in attendance to the floor.

Dato' Rosni Chairman also welcomed the representatives from Messrs. PKF PLT, the External Auditors of the Company.

2. QUORUM

The requisite quorum being present pursuant to Clause 93 of the Company's Constitution, Dato' Rosni Chairman declared the Meeting duly convened.

3. NOTICE OF MEETING

The Notice convening the Meeting having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

4. POLL VOTING

Dato' Rosni Chairman informed all present that Bursa Malaysia Securities Berhad ("**Bursa Securities**") had made it mandatory for poll voting for any resolution set out in the notice of general meeting. Hence, all the resolutions as set out in the Notice of the 17th AGM would be voted by poll.

The Meeting was informed that Tricor Investor & Issuing House Services Sdn. Bhd. was appointed as the Poll Administrator and AscendServ Capital Markets Services Sdn Bhd was appointed as the Independent Scrutineer to verify the results of the poll voting. The poll voting process for all resolutions set out in the Notice of the Meeting would be carried out after the discussions of all Agenda items of the Meeting.

Dato' Rosni Chairman further informed that she would take the Meeting through each item on the agenda, followed by a question and answer ("**Q&A**") session.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON

Dato' Rosni Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 March 2025 together with the Reports of the Directors and the Auditors thereon ("**AFS 2025**").

As there were no questions raised from the shareholders, Dato' Rosni Chairman declared the AFS 2025, be received.

**6. RESOLUTION 1
RE-ELECTION OF DATO' ROSNI BINTI ZAHARI IN ACCORDANCE WITH
CLAUSE 133 OF THE COMPANY'S CONSTITUTION**

Dato' Rosni Chairman then handed over the chairmanship of the meeting to Datuk Chiw Tiang Chai ("**Datuk Chiw**") to chair the meeting for Ordinary Resolution 1, which relate to the re-election of Dato' Rosni Chairman of the Company as a Director.

Datuk Chiw took over the chair and informed that the next item on the Agenda was to re-elect Dato' Rosni Binti Zahari, who retired pursuant to Clause 133 of the Company's Constitution and being eligible, had offered herself for re-election.

Datuk Chiw pass back the chair to Dato' Rosni Chairman.

Datuk Chiw returned the chairmanship to the chairman of the Company, Dato' Rosni Chairman.

7. RESOLUTION 2
RE-ELECTION OF MR. CHEN, JUI-LIANG IN ACCORDANCE WITH CLAUSE 133 OF THE COMPANY'S CONSTITUTION

Dato' Rosni Chairman informed that the next item on the Agenda was to re-elect Mr. Chen, Jui-Liang, who retired pursuant to Clause 133 of the Company's Constitution and being eligible, had offered himself for re-election.

8. RESOLUTION 3
APPROVAL OF PAYMENT OF DIRECTORS' FEES AND ANY OTHER BENEFITS UP TO RM175,000.00 TO NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 30TH AUGUST 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

Dato' Rosni Chairman informed that the next item on the Agenda was to approve payment of Directors' fees and any other benefits up to RM175,000.00 to non-executive directors for the period from 30th August 2025 until the next Annual General Meeting of the Company.

9. RESOLUTION 4
RE-APPOINTMENT OF MESSRS. PKF PLT AS AUDITOR OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Dato' Rosni Chairman informed that the next item on the Agenda was to re-appoint Messrs. PKF PLT as Auditor of the Company and to authorise the Directors to fix their remuneration.

The Meeting was informed that Messrs. PKF PLT have indicated their willingness to continue in office as Auditors of the Company.

10. RESOLUTION 5
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016

Dato' Rosni Chairman informed that the next item on the Agenda was a Special Business to consider and if thought fit, pass an Ordinary Resolution to authorise the Directors to issue and allot shares up to an aggregate amount not exceeding 10% of the issued 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 Sixteenth (16th) AGM held on 16th August 2024 and which will lapse at the conclusion of the 17th AGM. 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.

11. RESOLUTION 6
PROPOSED RENEWAL OF EXISTING MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Dato' Rosni Chairman informed that the next item on the Agenda was a Special Business was to seek Shareholders' approval on the Proposed Renewal of Existing Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

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 31st July 2025.

The details of the proposal are set out in the Statement accompanying Notice of AGM of the Annual Report 2025.

12. ANY OTHER BUSINESS

The Meeting was advised that there was no other business to be transacted at this Meeting of which due notice had been given.

13. QUESTIONS AND ANSWERS SESSION

Mr. Chin How Sam ("Sam"), Chief Executive Officer of MMM Group Berhad, addressed the shareholders' query regarding Bursa's rejection of the Company's Proposed Regularisation Plan. He informed that M&A Securities has submitted an appeal, and the Company has made the relevant announcement, which is available for viewing on Bursa Malaysia's website.

He further informed that, as part of the Company's cost-saving measures, an existing office tenancy has been terminated, which is expected to result in annual savings of approximately RM300,000.

Sam further explained the acquisition of outdoor advertising firm EDSB Outdoor Sdn Bhd, a company with approximately 250 billboards across Malaysia and their annual turnover of RM8–RM10 million over the past three years (excluding the MCO period). The valuation of RM16 million was derived based on a forward P/E ratio, supported by a profit guarantee of RM2 million per year for three years.

Historically, the company recorded consistent gross profits of RM1.5 to RM1.6 million and net profits of RM300,000 to RM400,000, with a substantial portion of expenses attributed to directors' fees. Upon acquisition, the removal of the existing directors' fees is expected to significantly improve profitability. The new management plans to convert 21 existing static billboard sites into digital formats.

For instance, a static billboard along the Federal Highway currently generates RM100,000 to RM130,000 per annum, while a digital billboard can potentially generate up to RM160,000 per month (before discounting). Even after applying a 30–40% discount, the expected revenue remains strong at RM40,000–50,000 per month per site. The Board expressed confidence that the acquisition would enhance future earnings and strengthen the Company's revenue base.

Sam continued to inform that, prior to signing the agreement with EDSB Outdoor Sdn Bhd, the Company had also engaged in discussions with several other billboard operators for potential acquisition opportunities. One of the companies, which owns approximately 98 billboards and generates an annual profit of RM200,000–300,000, offered to sell at RM28 million. Another company, with over 90 billboards and annual profits of RM500,000–RM600,000, was seeking RM12 million. Based on these comparisons, the Board noted that the proposed acquisition of EDSB Outdoor Sdn Bhd represents a very attractive and competitive deal.

The Board expressed confidence that this collaboration would enable the Company to enhance operational efficiency, strengthen market presence, and generate higher income moving forward.

Regarding the Material Litigations, Christopher Tan, the Corporate Administration Officer of the Company, has informed that Mr. Ken Ong Kar Kian, who posted the query, previously served as the Executive Director of the Company until his removal on 25 July 2019 and had also held the position of Accountant during former CEO Mr. Ricky Wong's tenure. The litigation initiated by the Company against Mr. Ricky Wong Shee Kai had been withdrawn, and the Company was ordered to pay legal costs amounting to RM50,000 to Mr. Ricky Wong. The Company's future strategy and any updates on the ongoing litigation will be announced through Bursa Malaysia. Shareholders may refer to the Company's announcements published on Bursa Malaysia's website for further information

14. CONDUCT OF POLL

Having dealt with all the items on the agenda, Dato' Rosni Chairman then announced that the Meeting to proceed with voting. The Meeting then proceeded with the casting of votes and verification of votes results by the independent scrutineers, AscendServ Capital Markets Services Sdn Bhd.

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Independent Scrutineer, the Chairman resumed the meeting for the declaration of the results of the poll.

15. ANNOUNCEMENT OF POLL RESULTS

The results of the poll which had been verified by the Scrutineer was projected on the screen for the members' information.

Based on the results of the poll attached, Chairman declared that the Resolutions 1 to 6 were carried as follows:-

Resolution 1

To re-elect Dato' Rosni Binti Zahari as Director of the Company pursuant to Rule 133 of the Company's Constitution.

Votes in favour			Votes against		
No. of Shareholders	No. of Share	%	No. of Shareholders	No. of Share	%
44	166,000,100	100.0000	0	0	0.0000

Dato' Rosni Chairman declared that the Ordinary Resolution 1 was carried. Accordingly, it was:-

“RESOLVED THAT Dato' Rosni Binti Zahari, who retired in accordance with Rule 133 of the Company's Constitution, be hereby re-elected as Director of the Company.”

Resolution 2

To re-elect Mr. Chen, Jui-Liang as Director of the Company pursuant to Rule 133 of the Company's Constitution.

Votes in favour			Votes against		
No. of Shareholders	No. of Share	%	No. of Shareholders	No. of Share	%
44	166,000,100	100.0000	0	0	0.0000

Dato' Rosni Chairman declared that the Ordinary Resolution 2 was carried. Accordingly, it was:-

“RESOLVED THAT Mr. Chen, Jui-Liang, who retired in accordance with Rule 133 of the Company's Constitution, be hereby re-elected as Director of the Company.”

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 30th August 2025 until the next Annual General Meeting of the Company.

Votes in favour			Votes against		
No. of Shareholders	No. of Share	%	No. of Shareholders	No. of Share	%
44	166,000,100	100.0000	0	0	0.0000

Dato' Rosni Chairman declared that the Ordinary Resolution 3 was carried. Accordingly, it was:-

“RESOLVED THAT the payment of Directors' fees and any other benefits up to RM175,000.00 to non-executive directors for the period from 30th August 2025 until the next Annual General Meeting of the Company in year 2025, be hereby approved.”

Resolution 4

To re-appoint Messrs. PKF PLT as Auditor of the Company and to authorise the Directors to fix their remuneration.

Votes in favour			Votes against		
No. of Shareholders	No. of Share	%	No. of Shareholders	No. of Share	%
44	166,000,100	100.0000	0	0	0.0000

Dato' Rosni Chairman declared that the Ordinary Resolution 4 was carried. Accordingly, it was:-

“RESOLVED THAT Messrs. PKF PLT be hereby re-appointed as Auditors of the Company and the Directors be hereby authorised to fix their remuneration.”

Resolution 5

To approve Authority to issue shares.

Votes in favour			Votes against		
No. of Shareholders	No. of Share	%	No. of Shareholders	No. of Share	%
43	165,999,900	99.9999	1	200	0.0001

Dato' Rosni Chairman declared that the Ordinary Resolution 5 was carried. Accordingly, it was:-

“RESOLVED 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.”

<u>Resolution 6</u>					
Shareholders' Mandate for Recurrent Related Party Transactions					
Votes in favour			Votes against		
No. of Shareholders	No. of Share	%	No. of Shareholders	No. of Share	%
40	108,727,400	99.9998	1	200	0.0002

Dato' Rosni Chairman declared that the Ordinary Resolution 6 was carried. Accordingly, it was:-

“RESOLVED 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 31 July 2025 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 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 AGM of the Company following the forthcoming AGM 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.”

16. CONCLUSION

Dato' Rosni Chairman concluded the Meeting at 11.38 a.m. and thanked all present for their attendance.

A vote of thanks was accorded to the Chair.

SIGNED AS A CORRECT RECORD

DATO' ROSNI BINTI ZAHARI
CHAIRMAN
Dated: