MIDTOWN GROUP BERHAD ("MIDTOWN" OR THE "COMPANY")
(Formerly known as PASUKHAS GROUP BERHAD)
Registration No. 200501009342 (686389-A)
(Incorporated in Malaysia)

MINUTES OF THE TWENTIETH ("20TH") ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY HELD AT LOT 4.1, 4TH FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 25 JUNE 2026 AT 2:30 P.M.

Present : **Board of Directors**
Mejar Dato' Ismail Bin Ahmad – *Independent Non-Executive Chairman*
Mr. Tang Boon Koon – *Executive Director*
Mr. Lim Kian Seong – *Executive Director*
Dato' Nik Ismail Bin Dato' Nik Yusoff – *Independent Non-Executive Director*
Ms. Charissa Lim Zhu Ai – *Independent Non-Executive Director*
Mr. Teoh Kim Hooi – *Non-Independent Non-Executive Director*

In Attendance : **Representatives from Prosec Corporate Services Sdn. Bhd.**
Ms. Adeline Tang Koon Ling – *Company Secretary*
Ms. Kang Joa Hooi – *Assistant to Company Secretary*

Management Team
Mr. Jackson Chee Wai Lun – *Finance Manager*

Representative from Messrs. Morison LC PLT – External Auditors
Ms. Janice Khoo
Mr. Jordan Ng
Ms. Wong Yee Ling

Attendance of Shareholders

The attendance of members / corporate representatives / proxies were as per the summary of Attendance List.

CHAIRMAN

On behalf of the Board of Directors ("Board"), Mejar Dato' Ismail Bin Ahmad, the Chairman of the Company, welcomed the members and attendees to the 20th AGM of the Company.

The Chairman then introduced the Board members and company secretary to the shareholders.

NOTICE

There being no objection, the notice convening the meeting dated 30 April 2026, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

QUORUM

The Chairman informed the meeting that the Company's Constitution required the presence of at least two (2) members or proxies or corporate representatives to form a quorum.

Upon confirming the presence of the requisite quorum pursuant to the Company's Constitution as confirmed by the company secretary, the Chairman then called the meeting to order at 2:30 p.m..

POLLING AND ADMINISTRATIVE MATTERS

The Chairman informed that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the Constitution of the Company, all resolutions set out in the notice of a general meeting shall be voted by poll. The poll would be conducted after all items on the agenda were dealt with.

The Chairman then briefed the members on the flow of the meeting as follows:-

(1) The meeting would go through all the nine (9) Ordinary Resolutions of the Company as set out in the Notice of the 20th AGM.
(2) Questions and Answers ("Q&A") session after each Ordinary Resolution whereby the Board addressed the questions from the members.
(3) After having dealt with the Q&A, all the nine (9) Ordinary Resolutions shall be put to vote.

The members were informed that the Company had appointed Prosec Share Registration Sdn. Bhd. as the Poll Administrator to conduct the polling process and SharePolls Sdn. Bhd. as the Independent Scrutineer ("Scrutineer") to verify the poll results.

The Chairman then proceeded with the agenda of the 20th AGM.

1. AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2025 TOGETHER WITH THE DIRECTORS' AND AUDITORS REPORTS THEREON

The Audited Financial Statements ("AFS") for the Financial Period Ended 31 December 2025 ("AFS FPE 2025") together with the Reports of the Directors and Auditors, having been circulated to all the members of the Company within the statutory period, were tabled to the meeting.

The Chairman informed that the AFS FPE 2025 was meant for discussion only as pursuant to the Companies Act 2016 ("Act"), the AFS does not require a formal approval of the members. Therefore, it was not put forward for voting.

2. ORDINARY RESOLUTION 1 - ADDITIONAL DIRECTORS' FEES OF UP TO RM50,000 TO THE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES FOR THE PERIOD FROM THE 19TH AGM UP TO THE CONCLUSION OF 20TH AGM

The Chairman proceeded to Ordinary Resolution 1 on the payment of additional Directors' fees of up to RM50,000 to the Directors of the Company and its subsidiaries for the period from the 19th AGM up to the conclusion of 20th AGM.

Madam Ker Su Chon, a member of the Company raised her question and the response from Mr. Tang Boon Koon, the Executive Director of the Company are set out below:-

Q1. Please justify the additional Directors' fees of up to RM50,000 to the Directors of the Company and its subsidiaries for the period from the 19th AGM to the conclusion of the 20th AGM.

A1. The additional Directors' fees of up to RM50,000 was not an increment of Directors' fees to the Directors. The additional Directors' fees was due to the change of financial year end of the Company from 30 June to 31 December and the proposed resolution was for the purpose of compensating the shortfall of 6 months' Directors' fees, which was extended from 12 months to 18 months (from the 18th AGM up to the conclusion of the 19th AGM).

There were no further questions from the members. The following Ordinary Resolution 1 was put to the meeting for consideration and voting:-

"THAT the payment of additional Directors' fees of up to RM50,000 to the Directors of the Company and its subsidiaries for the period from the 19th AGM up to the conclusion of 20th AGM."

3. ORDINARY RESOLUTION 2 - DIRECTORS' FEES OF UP TO RM600,000 TO THE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES FOR THE PERIOD FROM THE 20TH AGM UP TO THE CONCLUSION OF 21ST AGM

Ordinary Resolution 2 was on the payment of Directors' Fees of up to RM600,000 to the Directors of the Company and its subsidiaries for the period from the 20th AGM up to the conclusion of 21st AGM. There were no questions from the members. The following Ordinary Resolution 2 was put to the meeting for consideration and voting:-

"THAT the payment of Directors' Fees of up to RM600,000 to the Directors of the Company and its subsidiaries for the period from the 20th AGM up to the conclusion of 21st AGM."

4. ORDINARY RESOLUTION 3 - DIRECTORS' BENEFITS OF UP TO RM200,000 TO THE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES FOR THE PERIOD FROM THE 20TH AGM UP TO THE CONCLUSION OF 21ST AGM

The Chairman then moved to Ordinary Resolution 3, which was on the payment of Directors' Benefits of up to RM200,000 to the Directors of the Company and its subsidiaries for the period from the 20th AGM up to the conclusion of 21st AGM. There were no questions from the members. The following Ordinary Resolution 3 was put to the meeting for consideration and voting:-

"THAT the payment of Directors' Benefits of up to RM200,000 to the Directors of the Company and its subsidiaries for the period from the 20th AGM up to the conclusion of 21st AGM."

5. ORDINARY RESOLUTION 4 - RE-ELECTION OF MEJAR DATO' ISMAIL BIN AHMAD AS A DIRECTOR WHO RETIRES PURSUANT TO CLAUSE 97 OF THE CONSTITUTION OF THE COMPANY

Ordinary Resolution 4 was concerning on the re-election of himself, therefore, the Chairman invited Mr. Tang Boon Koon to proceed with the Ordinary Resolution 4 on the re-election of Mejar Dato' Ismail Bin Ahmad who retires pursuant to Clause 97 of the Company's Constitution. There were no questions from the members. The following Ordinary Resolution 4 was put to the meeting for consideration and voting:-

"THAT Mejar Dato' Ismail Bin Ahmad who retires pursuant to Clause 97 of the Constitution of the Company and being eligible, be re-elected as a Director of the Company."

Mr. Tang then passed the chair back to Mejar Dato' Ismail Bin Ahmad.

6. ORDINARY RESOLUTION 5 - RE-ELECTION OF MR. TEOH KIM HOOI AS A DIRECTOR WHO RETIRES PURSUANT TO CLAUSE 97 OF THE CONSTITUTION OF THE COMPANY

The Chairman then continued with Ordinary Resolution 5, which was on the re-election of Mr. Teoh Kim Hooi who retires pursuant to Clause 97 of the Constitution of the Company. There were no questions from the members. The following Ordinary Resolution 5 was put to the meeting for consideration and voting:-

"THAT Mr. Teoh Kim Hooi who retires pursuant to Clause 97 of the Constitution of the Company and being eligible, be re-elected as a Director of the Company."

7. ORDINARY RESOLUTION 6 - RE-ELECTION OF MR. LIM KIAN SEONG AS A DIRECTOR WHO RETIRES PURSUANT TO CLAUSE 104 OF THE CONSTITUTION OF THE COMPANY

Ordinary Resolution 6 was on the re-election of Mr. Lim Kian Seong who retires pursuant to Clause 104 of the Constitution of the Company. There were no questions from the members. The following Ordinary Resolution 6 was put to the meeting for consideration and voting:-

"THAT Mr. Lim Kian Seong retiring pursuant to Clause 104 of the Company's Constitution and being eligible, be re-elected as a Director of the Company."

8. ORDINARY RESOLUTION 7 - RE-ELECTION OF MS. CHARISSA LIM ZHU AI AS A DIRECTOR WHO RETIRES PURSUANT TO CLAUSE 104 OF THE CONSTITUTION OF THE COMPANY

The Chairman proceeded with Ordinary Resolution 7 on the re-election of Ms. Charissa Lim Zhu Ai who retires pursuant to Clause 104 of the Constitution of the Company. There were no questions from the members. The following Ordinary Resolution 7 was put to the meeting for consideration and voting:-

"THAT Ms. Charissa Lim Zhu Ai retiring pursuant to Clause 104 of the Company's Constitution and being eligible, be re-elected as a Director of the Company."

9. ORDINARY RESOLUTION 8 - RE-APPOINTMENT OF MESSRS. MORISON LC PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Ordinary Resolution 8 was on the re-appointment of Auditors. The Chairman informed that Messrs. Morison LC PLT had indicated their willingness to continue office. There were no questions from the members. The Chairman then put the following Ordinary Resolution 8 to the meeting for consideration and voting:-

"THAT Messrs. Morison LC PLT be hereby re-appointed as Auditors of the Company for the ensuing year and the Directors be authorised to fix their remuneration."

10. ORDINARY RESOLUTION 9 - AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("PROPOSED GENERAL MANDATE")

The Chairman then moved to Ordinary Resolution 9 on the authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act. The Chairman declared that the full text of the proposed resolution be taken as read.

There were no questions from the members. The following Ordinary Resolution 9 was put to the meeting for consideration and voting:-

"THAT subject always to Sections 75 and 76 of the Companies Act 2016 ("Act"), the Constitution, the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of 21st AGM or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Clause 54 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.

AND THAT the Directors of the Company be and are hereby authorised 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."

11. ANY OTHER BUSINESS

The Chairman informed that the Company had not received notice for any other business pursuant to the Act.

CONDUCT OF VOTING BY POLL

The meeting then continued to voting session for 10 minutes to allow the shareholders, corporate representatives and proxies to complete their voting on the Ordinary Resolutions 1 to 9 by poll.

After 10 minutes, the Chairman announced the closing of the voting session. The meeting was adjourned for approximately 20 minutes to facilitate the counting of votes by the Poll Administrator and verification of poll results by the Scrutineer.

ANNOUNCEMENT OF POLL RESULTS

Upon the availability of the poll results, the Chairman called the meeting to resume.

The results of the poll, as marked as "Appendix A", is attached thereto, and shall formed part of the minutes, which had been verified by the Scrutineer was projected on the screen for the members' information.

Based on the results of the poll, the Chairman declared that the Ordinary Resolutions 1 to 9 were carried.

CLOSURE OF MEETING

There being no further business, the meeting was closed at 3:10 p.m. with a vote of thanks to the Chair.

Dated: 25 June 2026

APPENDIX A

Ordinary Resolutions	**Vote For**			**Vote Against**			**Results**
	No. of shareholders	**No. of shares**	**Percentage (%)**	**No. of shareholders**	**No. of shares**	**Percentage (%)**	
Ordinary Resolution 1 To approve the payment of additional Directors' Fees of up to RM50,000 to the Directors of the Company and its subsidiaries for the period from the 19th AGM up to the conclusion of 20th AGM.	10	74,394,200	99.9999	2	103	0.0001	Accepted
Ordinary Resolution 2 To approve the payment of Directors' Fees of up to RM600,000 to the Directors of the Company and its subsidiaries for the period from the 20th AGM up to the conclusion of 21st AGM	10	74,394,200	99.9999	2	103	0.0001	Accepted
Ordinary Resolution 3 To approve the payment of Directors' Benefits of up to RM200,000 to the Directors of the Company and its subsidiaries for the period from the 20th AGM up to the conclusion of 21st AGM	10	74,394,200	99.9999	2	103	0.0001	Accepted
Ordinary Resolution 4 To re-elect Mejar Dato' Ismail bin Ahmad retiring pursuant to Clause 97 of the Constitution of the Company as a Director of the Company.	13	74,644,203	99.9999	1	100	0.0001	Accepted
Ordinary Resolution 5 To re-elect Mr. Teoh Kim Hooi retiring pursuant to Clause 97 of the Constitution of the Company as a Director of the Company.	13	74,644,203	99.9999	1	100	0.0001	Accepted

APPENDIX A (CONTINUED…)

Ordinary Resolutions	**Vote For**			**Vote Against**			**Results**
	No. of shareholders	**No. of shares**	**Percentage (%)**	**No. of shareholders**	**No. of shares**	**Percentage (%)**	
Ordinary Resolution 6 To re-elect Mr. Lim Kian Seong retiring pursuant to Clause 104 of the Constitution of the Company as a Director of the Company.	14	74,644,303	100.0000	0	0	0.0000	Accepted
Ordinary Resolution 7 To re-elect Ms. Charissa Lim Zhu Ai retiring pursuant to Clause 104 of the Constitution of the Company as a Director of the Company.	14	74,644,303	100.0000	0	0	0.0000	Accepted
Ordinary Resolution 8 To re-appoint Messrs. Morison LC PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	14	74,644,303	100.0000	0	0	0.0000	Accepted
Ordinary Resolution 9 Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.	13	74,644,203	99.9999	1	100	0.0001	Accepted