

**META BRIGHT GROUP BERHAD**  
(Registration No. 200001013359 (515965-A))

MINUTES OF THE TWENTY-THIRD ANNUAL GENERAL MEETING (“**23RD AGM**”) OF THE COMPANY HELD AT MERBOK ROOM, LEVEL 6, THE GRAND RENAI HOTEL, KOTA SRI MUTIARA, JALAN SULTAN YAHYA PETRA, 15150 KOTA BHARU, KELANTAN, MALAYSIA ON FRIDAY, 15 DECEMBER 2023 AT 9.30 A.M.

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**PRESENT**

**DIRECTORS**

Encik Mohamed Akwal bin Sultan Mohamad	- Chairman
Dato’ Lee Wai Mun, DIMP., JMK., JP.	- Also a Shareholder
Mr Lee Chee Kiang	- Also a Shareholder
Mr Tan Chin Hong	- Also a Shareholder
Mr Phang Kiew Lim	- Also a Shareholder
Mr Ong Lu Yuan	- Also a Shareholder
Puan Masleena Binti Zaid	

**IN ATTENDANCE**

Ms Leong Chia Wen	- Representing the Company Secretary
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**BY INVITATION**

As Per Attendance List

The shareholders and proxyholders who attended and participated in the AGM are set out in the Attendance Sheet attached and shall form an integral part of these Minutes.

**CHAIRMAN**

Encik Mohamed Akwal bin Sultan Mohamad was elected as Chairman of the Meeting and he welcomed all members to the Meeting.

The Chairman thereafter introduced the Board of Directors (“**the Board**”), the Company Secretary and the External Auditors of the Company.

**QUORUM**

The Company Secretary confirmed that a quorum was present for the Meeting. With the requisite quorum being present, the Meeting was called to order by the Chairman.

**NOTICE**

With the consent of the members present, the Notice convening the Meeting was taken as read. The Chairman then proceeded with the business of the 23rd AGM.

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As part of good corporate governance, the Chairman reported that the Company had received a total of twenty (20) proxy forms from shareholders for a total of One Billion Eight Hundred Sixty-Seven Million Seven Hundred Thirty-Eight Thousand Eight Hundred and Seventy-Six (1,867,738,876) ordinary shares representing 78.04% of the total issued shares of the Company.

### **VOTING BY POLL**

The Chairman informed the Attendees that pursuant to Paragraph 8.29A of the Main Market Listing Requirements (“MMLR”) of Bursa Securities and Clause 78 of the Constitution of the Company, the resolutions set out in the Notice of the 23rd AGM shall be voted by poll. Encik Akwal exercised his right as Chairman of the Meeting, demanded for a poll to be taken on the resolutions set out in the Notice of the 23rd AGM.

The Company has appointed GovernAce Advisory & Solutions Sdn. Bhd. as the independent Scrutineers to facilitate the poll process.

The Chairman then proceeded with the resolutions set out in the Notice of the 23rd AGM.

#### **1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023**

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The Audited Financial Statements (“AFS”) of the Company for the financial year ended 30 June 2023 together with the Directors’ and the Auditors’ Reports thereon were tabled for discussion.

The Chairman informed that the AFS for the financial year ended 30 June 2023 were meant for discussion only and does not require approval from shareholders of the Company pursuant to the Companies Act 2016 (“**the Act**”). Hence, it would not be put for voting.

The Chairman then opened to the floor for questions pertaining to the AFS of the Company for the financial year ended 30 June 2023 together with the Directors’ and the Auditors’ Reports thereon which had been circulated to all shareholders.

There being no question from the Shareholders, the Chairman declared that the AFS of the Company for the financial year ended 30 June 2023 together with the Directors’ and the Auditors’ Reports thereon be and are hereby received.

Thereafter, the Chairman proceeded to the following resolutions to the meeting for approval.

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**2. ORDINARY RESOLUTION 1  
RE-ELECTION OF DIRECTOR – MR LEE CHEE KIANG**

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The Chairman informed that pursuant to Clause 96 of the Company' Constitution, Mr Lee Chee Kiang retired as a Director of the Company and being eligible, has offered himself for re-election.

There being no question from the shareholders and proxies, the Ordinary Resolution 1 was tabled and voted by poll.

**3. ORDINARY RESOLUTION 2  
RE-ELECTION OF DIRECTOR – MR TAN CHIN HONG**

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The Chairman informed that pursuant to Clause 96 of the Company's Constitution, Mr Tan Chin Hong retired as a Director of the Company and being eligible, has offered himself for re-election.

There being no question from the shareholders and proxies, the Ordinary Resolution 2 was tabled and voted by poll.

**4. ORDINARY RESOLUTION 3  
DIRECTORS' FEES AND BENEFITS PAYABLE TO THE DIRECTORS FOR  
AMOUNT UP TO RM500,000.00 FOR THE PERIOD FROM THE DATE OF THE  
TWENTY-THIRD ANNUAL GENERAL MEETING UNTIL THE DATE OF THE  
NEXT ANNUAL GENERAL MEETING TO BE PAID MONTHLY IN ARREARS**

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The Chairman informed that the Ordinary Resolution 3 was on payment of Directors' Fees and Benefits Payable to the Directors for amount up to RM500,000.00 for the period from the date of the 23rd AGM until the date of the next AGM to be paid monthly in arrears.

There being no question from the shareholders and proxies, the Ordinary Resolution 3 was tabled and voted by poll.

**5. ORDINARY RESOLUTION 4  
RE-APPOINTMENT OF AUDITORS**

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The Chairman informed that the Auditors, Messrs Baker Tilly Monteiro Heng PLT had expressed their willingness to continue office as Auditors of the Company.

There being no question from the shareholders and proxies, the Ordinary Resolution 4 was tabled and voted by poll.

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**6. ORDINARY RESOLUTION 5  
AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES  
UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

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The Chairman informed that the Ordinary Resolution 5 was a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue shares up to a maximum of 10% of the total number of issued shares of the Company. Further details of this agenda are set out on page 6 and 7 of the Annual Report 2023. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

There being no question from the shareholders and proxies, the Ordinary Resolution 5 was tabled and voted by poll.

**7. ORDINARY RESOLUTION 6  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING  
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR  
TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

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The Chairman informed that the Ordinary Resolution 6 was a proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("**Proposed Shareholders' Mandate**") the details are set out in the Company's Circular to Shareholders dated 31 October 2023.

Furthermore, the Chairman informed that the interested Director and/or major shareholders in these transactions namely, Dato' Lee Wai Mun, DIMP., JMK., J.P. and Leading Ventures Sdn Bhd as well as the persons connected to the them as set out in the Company's Circular to Shareholders dated 31 October 2023, had abstained and would continue to abstain from all deliberations and voting in respect of direct and/or indirect shareholding in the Company on the Proposed Shareholders' Mandate at all Board Meetings and the resolution on the approval of the Proposed Shareholders' Mandate.

There being no question from the shareholders and proxies, the Ordinary Resolution 6 was tabled and voted by poll.

**8. ORDINARY RESOLUTION 7  
PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN  
SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF  
THE COMPANY ("PROPOSED SHARE BUY-BACK")**

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The Chairman informed that the Ordinary Resolution 7 was a proposed authority for the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company ("**Proposed Share Buy-Back**") the details which are set out in the Company's Circular to Shareholders dated 31 October 2023.

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There being no question from the shareholders and proxies, the Ordinary Resolution 7 was tabled and voted by poll.

### **BALLOTING PROCESS**

After all the resolutions have been tabled to the Meeting, the Chairman of the Meeting requested the Share Registrar to brief on the polling process. The Share Registrar informed all shareholders and/or proxies to complete the polling form correctly and to sign on the polling form. The polling forms were to be deposited into the ballot box. It would take some time to tabulate the results of the poll and the outcome of the poll would be announced after a break of about 30 minutes.

The Chairman then adjourned the Meeting at 9.52 a.m. for the Scrutineers to tabulate the results of the poll. The Meeting resumed at 10.12 a.m. for the declaration of the results of the poll.

### **ANNOUNCEMENT OF POLL RESULTS FOR RESOLUTIONS**

At 10.12 a.m., the Chairman called the Meeting to order for the declaration of results of the poll voting received from the Independent Scrutineer.

The Chairman then read out the results of the poll as follows:-

(i) Ordinary Resolution 1

Ordinary Resolution 1	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
To re-elect Mr Lee Chee Kiang as Director who is retiring pursuant to Clause 96 of the Constitution of the Company.	1,868,937,676	100.0000	21	0	0.0000	0	ACCEPTED

The Chairman of the Meeting declared that Ordinary Resolution 1 was duly accepted. Accordingly, it was RESOLVED:-

“**THAT** the retiring Director, namely Mr Lee Chee Kiang who retired pursuant to Clause 96 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.”

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Ordinary Resolution 2	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
To re-elect Mr Tan Chin Hong as Director who is retiring pursuant to Clause 96 of the Constitution of the Company.	1,868,937,676	100.0000	21	0	0.0000	0	ACCEPTED

The Chairman of the Meeting declared that Ordinary Resolution 2 was duly accepted. Accordingly, it was RESOLVED:-

“**THAT** the retiring Director, namely Mr Tan Chin Hong who retired pursuant to Clause 96 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.”

(iii) Ordinary Resolution 3

Ordinary Resolution 3	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
To approve the Directors' Fees and Benefits Payable to the Directors for amount up to RM500,000.00 for the period from the date of the 23rd AGM until the date of the next AGM, to be paid monthly in arrears.	1,868,937,676	100.0000	21	0	0.0000	0	ACCEPTED

The Chairman of the Meeting declared that Ordinary Resolution 3 was duly accepted. Accordingly, it was RESOLVED:-

“**THAT** the payment of Directors' Fees and Benefits Payable to the Directors for an amount up to RM500,000.00 for the period from the date of the 23rd AGM until the date of the next AGM, to be paid monthly in arrears be and is hereby approved.”

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Ordinary Resolution 4	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	1,868,937,676	100.0000	21	0	0.0000	0	ACCEPTED

The Chairman of the Meeting declared that Ordinary Resolution 4 was duly accepted. Accordingly, it was RESOLVED:-

“**THAT** the retiring Auditors, Messrs Baker Tilly Monteiro Heng PLT having signified their consent to act, be and is hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a remuneration to be determined by the Directors.”

(v) Ordinary Resolution 5

Special Resolution	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
To approve the authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	1,868,937,676	100.0000	21	0	0.0000	0	ACCEPTED

The Chairman of the Meeting declared that Ordinary Resolution 5 was duly accepted. Accordingly, it was RESOLVED:-

“**THAT** subject to the Companies Act, 2016 (“**Act**”), the Company’s Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**MMLR**”), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to allot and issue new shares in the Company at any time until the conclusion of the next AGM and upon such terms and conditions to such persons and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of new shares to be issued does not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance;

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**THAT** pursuant to Section 85 of the Act read together with Clause 59 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company;

**AND THAT** the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid before the date of allotment of such new shares.”

### (vi) Ordinary Resolution 6

Special Resolution	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
To approve the proposed renewal of shareholders' mandate for existing recurrent related party transaction of a revenue or trading nature.	566,937,750	100.0000	18	0	0.0000	0	ACCEPTED

The Chairman of the Meeting declared that Ordinary Resolution 6 was duly accepted. Accordingly, it was RESOLVED:-

“**THAT** subject to Paragraph 10.09 of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Company and its subsidiaries (“**MBGB Group**”) be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 31 October 2023 with the related parties mentioned therein which are necessary for the MBGB Group’s day-to-day operations and/or in the ordinary course of business of MBGB Group 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 and **THAT** such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act



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2016 (“**the Act**”) (but shall not extend to such extensions 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 at a general meeting,

whichever is earlier;

**THAT** in making the disclosure of the aggregate value of the recurrent related party transactions conducted pursuant to the proposed shareholders’ approval in the Company’s annual report, the Company shall provide a breakdown of the aggregate value of recurrent related party transactions made during the financial year, amongst others, based on:

- (i) the type of the recurrent related party transactions made; and
- (ii) the name of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

**AND THAT** the Directors of the MBGB Group be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the transactions as authorised by this Proposed Shareholders’ Mandate.”

(vii) Ordinary Resolution 7

Special Resolution	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
To approve the proposed authority for the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company.	1,868,937,676	100.0000	21	0	0.0000	0	ACCEPTED

The Chairman of the Meeting declared that Ordinary Resolution 7 was duly accepted. Accordingly, it was RESOLVED:-

“**THAT** subject to the Companies Act, 2016 (“**Act**”), the provisions of the Company’s Constitution, the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and all other applicable laws, rules, regulations, orders, guidelines and requirements, the Directors of the Company be and are hereby authorised to make purchases of the Company’s shares as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and

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conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- (a) The maximum aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);
- (b) the maximum amount of funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of purchase; and
- (c) the authority conferred by this resolution shall continue to be in force until:
  - (i) the conclusion of the next AGM of the Company, being the 24th AGM, following the 23rd AGM at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the 24th AGM of the Company is required by law to be held; or
  - (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the MMLR of Bursa Securities and all other applicable laws, rules, regulations, orders, guidelines and requirements.

**THAT** upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:

- (a) cancel all or part of the ordinary shares so purchased;
- (b) retain all or part of the ordinary shares so purchased as treasury shares;
- (c) retain part thereof as treasury shares and cancel the remainder; or
- (d) deal with the treasury shares in such other manner as allowed under the Act, MMLR and/ or applicable laws, rules, regulations, order, guidelines and/or requirements of any relevant authorities.

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to take all such steps as are necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) to execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents and/or

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enter into any agreements (including, without limitation, the affixing of the Company's common seal, where necessary), arrangements and guarantees with any party or parties to implement, finalise, or required, give full effect and complete the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) in any manner as may be imposed or required by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit or expedient in the best interests of the Company."

**CONCLUSION**

There being no other business to be transacted, the Meeting closed at 10.13 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

*- Signed-*

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CHAIRMAN