

META BRIGHT GROUP BERHAD
(Registration No. 200001013359 (515965-A))
(Incorporated in Malaysia)
 (“**the Company**” or “**MBGB**”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT MERBOK ROOM, LEVEL 6, THE GRAND RENAI HOTEL, KOTA SRI MUTIARA, JALAN SULTAN YAHYA PETRA, 15150 KOTA BHARU, KELANTAN ON FRIDAY, 4 AUGUST 2023 AT 4.30 P.M.

DIRECTORS

Dato’ Lee Wai Mun, DIMP., JP.
Mr Lee Chee Kiang (*via tele-conferencing*)
Mr Tan Chin Hong
Mr Phang Kiew Lim
Mr Ong Lu Yuan

ABSENT WITH APOLOGIES

Encik Mohamed Akwal Bin Sultan Mohamad
Puan Masleena Binti Zaid

IN ATTENDANCE:

Ms Leong Chia Wen (Representing the Company Secretary)

BY INVITATION:

As Per Attendance List

The shareholders and proxyholders who attended the meeting are set out in the Attendance Lists attached and shall form an integral part of these minutes.

CHAIRMAN

The Chairman of the Meeting, Mr Ong Lu Yuan (“**Chairman**”) welcomed all members to the meeting. He also extended the apologies of the Chairman of the Board, Encik Mohamed Akwal Bin Sultan Mohamad and Independent Non-Executive Director, Puan Masleena Binti Zaid who were unable to attend the Extraordinary General Meeting (“**EGM**” or “**the Meeting**”).

The Chairman thereafter introduced himself, the Board of Directors (“**the Board**”), the Company Secretary and Advisors to the shareholders.

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.

META BRIGHT GROUP BERHAD

(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 4 August 2023

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 EGM.

As part of good corporate governance, the Chairman reported that the Company had received a total of 19 proxy forms from shareholders for a total of One Billion Eight Hundred Sixty-Four Million Three Hundred Seventy Thousand Four Hundred and Seventy-Six (1,864,370,476) ordinary shares representing 79.44% of the total number of issued shares of the Company.

VOTING BY POLL

The Chairman informed that all the Ordinary Resolutions set out in the Notice of the EGM must be voted by poll. The polling process for the resolutions would be conducted upon completion of the deliberation of the items on the Notice of the EGM.

The Chairman then exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 78(a) of the Constitution of the Company in respect of the resolutions which would be put to vote at the Meeting.

The Chairman further informed that the Company had appointed GovernAce Advisory & Solutions Sdn. Bhd. as the independent scrutineers to facilitate the poll process. The Meeting shall go through the motions and proceed with the polling process after the motions have been tabled.

The Chairman of the Meeting proceeded with the resolutions set out in the Notice of the EGM.

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF MBGB AND ITS SUBSIDIARIES (“MBGB GROUP” OR “GROUP”) TO INCLUDE LEASING OF MACHINERIES AND EQUIPMENT (“PROPOSED DIVERSIFICATION”)

The Ordinary Resolution 1 was on the proposed diversification of the existing principal activities of MBGB and its subsidiaries to include leasing of machineries and equipment.

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

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

The Ordinary Resolution 2 was on the proposed new shareholders’ mandate for the recurrent related party transactions of a revenue or trading nature.

META BRIGHT GROUP BERHAD

(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 4 August 2023

The Chairman informed that as stated in the Circular dated 20 July 2023, Dato' Lee Wai Mun, the Executive Director of MBGB and indirect Major Shareholder of MBGB (via Leading Ventures Sdn Bhd) would abstain from deliberating and voting on the said resolution and had undertaken to ensure that persons connected with him would also abstain from voting in respect of their direct and/or indirect shareholding in MBGB on the Ordinary Resolution 2 pertaining to the Proposed New Shareholders' Mandate.

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

BALLOTING PROCESS

Upon the polling process briefing, the shareholders and proxies proceed to cast their votes. The Chairman then adjourned the Meeting for 15 minutes at 4.35 p.m. for the Scrutineer to tabulate the results of the poll.

ANNOUNCEMENT OF POLL RESULTS FOR RESOLUTIONS

The Meeting resumed at 4.50 p.m. for the declaration of the results of the poll.

The Chairman of the Meeting called the Meeting to order for the declaration of results. He informed that he had received the poll results from the Scrutineer, GovernAce Advisory & Solutions Sdn. Bhd..

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

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF MBGB AND ITS SUBSIDIARIES ("MBGB GROUP" OR "GROUP") TO INCLUDE LEASING OF MACHINERIES AND EQUIPMENT ("PROPOSED DIVERSIFICATION")

Ordinary Resolution	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
Proposed diversification of the existing principal activities of MBGB and its subsidiaries ("MBGB Group" or "Group") to include leasing of machineries and equipment ("Proposed Diversification")	1,865,884,276	100	21	0	0	0	Accepted

META BRIGHT GROUP BERHAD

(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 4 August 2023

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

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to MBGB Group to diversify the existing principal activities of MBGB Group to include the business of leasing of machineries and equipment (including short term rental), as well as hire purchase;

AND THAT the Board of Directors of MBGB (“**Board**”) be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Diversification including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Diversification.”

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

Ordinary Resolution	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
Proposed new shareholders’ mandate for the recurrent related party transactions of a revenue or trading nature (“ Proposed New Shareholders’ Mandate ”)	579,495,050	100	18	0	0	0	Accepted

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

“**THAT** subject to and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution of the Company and conditional upon the passing of the Ordinary Resolution 1, approval be and is hereby given to MBGB Group, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (“**RRPTs**”) with the related party as set out in Section 2.3 of Part B of the circular to shareholders dated 20 July 2023 (“**Circular**”) which are necessary for the MBGB Group’s day-to-day operations subject further to the following:

- (i) the RRPTs contemplated are in the ordinary course of business and are carried out on an arm’s length basis on normal commercial terms of MBGB Group on terms not more favourable to the related party than those generally available to the public and are not, in the Company’s opinion, detrimental to the minority shareholders of the Company;

META BRIGHT GROUP BERHAD

(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 4 August 2023

- (ii) The Proposed New Shareholders' Mandate, if approved by MBGB's shareholders at the EGM, is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate will take effect from the date of this EGM until:-
- (a) the conclusion of the next annual general meeting of MBGB ("AGM") following this EGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
 - (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016 ("Act")); or
 - (c) revoked or varied by resolution passed by MBGB's shareholders in a general meeting;

AND THAT the Board (save for Dato' Lee Wai Mun, DIMP., JP., being the interested Director), be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed New Shareholders' Mandate including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed New Shareholders' Mandate."

CONCLUSION

There being no other business to be transacted, the Meeting closed at 4.52 p.m. with a vote of thanks to the Chairman of the Meeting.

SIGNED AS A CORRECT RECORD

-Signed-

CHAIRMAN