Meta Bright
正源 Group 集团

META BRIGHT GROUP BERHAD
Registration No.: 200001013359 (515965-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth ("**26th**") Annual General Meeting ("**AGM**") of the Company will be held at Platinum 2, Level 6, Renai Hotel Kota Bharu, Kota Sri Mutiara, Jalan Sultan Yahya Petra, 15150 Kota Bharu, Kelantan, Malaysia, on Tuesday, 1 December 2026 at 10.00 a.m. or any adjournment thereof for the following purposes:-

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 together with the Reports of the Directors and Auditors thereon. ***(Please refer to Explanatory Notes 1)***

2. To re-elect the following Directors who are retiring in accordance with Clause 96 of the Constitution of the Company:-
   (i) Mr. Lee Chee Kiang **Ordinary Resolution 1**
   (ii) Mr. Tan Chin Hong **Ordinary Resolution 2**

3. To approve the Directors' Fees and Benefits Payable to the Directors for amount not more than RM800,000 for the period from the date of the 26th AGM until the date of the next AGM, to be paid monthly in arrears. **Ordinary Resolution 3**

4. To appoint auditors and to authorise the Directors to determine their remuneration. **Ordinary Resolution 4**

As Special Business

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

5. **AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016; AND WAIVER OF PRE-EMPTIVE RIGHTS**

   "**THAT** subject to the Companies Act 2016 ("**Act**"), the Company's Constitution and the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), 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.

   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."
   Ordinary Resolution 5

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

   "**THAT** subject to Paragraph 10.09 of the MMLR of 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 Part A of the Circular to Shareholders ("**Circular**") dated 30 October 2026 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 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." **Ordinary Resolution 6**

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

   "**THAT**, subject to the Act, the provisions of the Company's Constitution, the MMLR of 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 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 will be effective immediately upon the passing of this resolution and shall continue to be in force until:-

      (i) the conclusion of the next AGM of the Company, being the Twenty-Seventh ("**27th**") AGM, following the 26th 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 27th 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 of its ordinary shares before the aforesaid expiry date and in any event, in accordance with the provisions of the MMLR of Bursa Securities and/or all other applicable laws, rules, regulations, orders, guidelines and requirements issued by Bursa Securities and/or any other relevant authorities.

   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) and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents and/or 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 Renewal of 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."
   Ordinary Resolution 7

8. **RETENTION OF ENCIK MOHAMED AKWAL BIN SULTAN MOHAMAD AS INDEPENDENT DIRECTOR**

   "**THAT** approval be and is hereby given to Encik Mohamed Akwal Bin Sultan Mohamad, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company until the conclusion of the next AGM in year 2027 in accordance with the Malaysian Code on Corporate Governance."
   Ordinary Resolution 8

9. To transact any other matters that may be transacted at an AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD
WONG YOUN KIM
(SSM PC No. 201908000410)
(MAICSA 7018778)

Company Secretary

Selangor Darul Ehsan
Date: 30 October 2026

Notes:-

1. A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend, participate, speak and vote on his/her behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same rights as the members to speak at the meeting.

2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

3. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

4. The Form of Proxy shall be signed by the appointer or his/her attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.

5. The original instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's Share Registrar at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid.

6. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at ***20 November 2026*** and only Members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.

7. Pursuant to Clause 78 of the Company's Constitution, all the resolutions set out in the Notice of 26th AGM will be put to vote by way of poll.

EXPLANATORY NOTES:

1. **Item 1 of the Agenda**

   The Audited Financial Statements is meant for discussion only as the provision of Section 340(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, agenda item no. 1 is not put forward for voting.

2. **Item 2 of the Agenda – Ordinary Resolutions 1 and 2**

   The performance, contribution, effectiveness and independence (as the case may be) of each Director who is recommended for re-election have been assessed through the Board annual evaluation. In addition, the Nominating Committee ("**NC**") has also conducted an assessment on the fitness and propriety of the retiring Directors in accordance with the Directors' Fit & Proper Policy of the Company. The NC and the Board of Directors are satisfied with the performance, contribution, effectiveness and independence (as the case may be) of Mr. Lee Chee Kiang and Mr. Tan Chin Hong who are due for retirement as Directors, and being eligible, have offered themselves for re-election at the 26th AGM.

   The two (2) retiring Directors have abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant NC and Board meetings. The profiles of the Directors who are standing for re-election under Ordinary Resolutions 1 and 2 are set out in the Board of Directors' profile of the Annual Report 2026.

3. **Item 5 of the Agenda – Ordinary Resolution 5**

   The Company had, during its Twenty-Fifth AGM held on 2 December 2025, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act ("**Previous Mandate**"). As at the date of this notice, the Company did not issue any shares pursuant to the Previous Mandate.

   The proposed Ordinary Resolution 5, if passed, will empower the Directors from the conclusion of this AGM, to allot and issue up to a maximum of 10% of the total number of issued shares which is the threshold stipulated by the prevailing rules and regulations (excluding treasury shares, if any) of the Company at the time of issue (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company in accordance with Paragraph 6.03 of the MMLR of Bursa Securities. 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. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

   This authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding investment project(s), working capital and/or acquisition(s). If there is a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

   The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 59 of the Company's Constitution will allow the Directors of the Company to issue the new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

   By voting in favour of the proposed Ordinary Resolution 5, you will be waiving your statutory pre-emptive rights and the proposed Ordinary Resolution 5 if passed, will exclude your statutory pre-emptive rights to be offered any new ordinary shares to be issued by the Company.

4. **Item 6 of the Agenda – Ordinary Resolution 6**

   The details on the Proposed Shareholders' Mandate are set out in Part A of the Circular to the Shareholders dated 30 October 2026.

5. **Item 7 of the Agenda – Ordinary Resolution 7**

   The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to exercise the power of the Company to purchase up to ten percent (10%) of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever occurs first.

   For further information on the Ordinary Resolution 7, please refer to Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back dated 30 October 2026.

6. **Item 8 of the Agenda – Ordinary Resolution 8**

   The Board of Directors has via the NC conducted an annual performance evaluation and assessment of Encik Mohamed Akwal Bin Sultan Mohamad, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years since 20 August 2015, and recommended him to continue to act as an Independent Director of the Company based on the following justifications:-

   (a) He fulfils the criteria of an Independent Director as stated in the MMLR of Bursa Securities, and therefore is able to bring independent and objective judgement to the Board;

   (b) His experience in the corporate banking and debt recovery enables him to provide the Board with a diverse set of experience, expertise, skills and competence;

   (c) He has been with the Company for more than nine (9) years and was designated as the Chairman of the Board since 17 September 2020. His profound understanding of the Company's business operations enable him to participate actively and contribute, while upholding his objectivity and independence in the deliberation and/or decision making of the Board and Board Committees; and

   (d) He has satisfied the fit and proper criteria set out under the Directors' Fit and Proper Policy and posseses the relevant character, integrity, experience and time commitment to contribute to the Board.

   Pursuant to the Malaysian Code on Corporate Governance 2021, the Company will seek shareholders' approval through a two-tier voting process at the 26th AGM for the retention of Encik Mohamed Akwal Bin Sultan Mohamad as an Independent Director of the Company.

   The Ordinary Resolution 8 if passed, will enable Encik Mohamed Akwal Bin Sultan Mohamad who has served more than nine (9) years to be retained and continue to act as Independent Director of the Company to be in line with the Board Charter and Malaysian Code on Corporate Governance. However, if this Ordinary Resolution 8 is not carried, Encik Mohamed Akwal Bin Sultan Mohamad will remain on the Board as a Non-Independent Non-Executive Director of the Company.

Personal data privacy:
*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*