

## FORM OF ACCEPTANCE AND TRANSFER

### TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER

**THIS FORM OF ACCEPTANCE AND TRANSFER (“FORM”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 20 SEPTEMBER 2022 (“OFFER DOCUMENT”) ISSUED BY LEADING VENTURE SDN. BHD. (“OFFEROR”), THROUGH MALACCA SECURITIES SDN. BHD. (“MALACCA SECURITIES”).**

*Unless the context otherwise requires or where otherwise defined in this Form, the definitions contained in the Offer Document shall also apply to this Form.*

Pursuant to section 14(1) of the SICDA, Bursa Securities has prescribed MBGB Shares and Warrants as securities required to be deposited into the CDS. Therefore, all dealings in MBGB Shares and Warrants that have been deposited into the CDS, will be carried out in accordance with the SICDA and the Rules of Bursa Depository.

If you intend to accept the Offer, you should complete and sign this Form in accordance with the instructions contained in this Form and the Offer Document. **YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.**

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you have any doubt about the Offer.

If you have sold or transferred all your MBGB Shares and/or Warrants, you should hand this Form and the accompanying Offer Document immediately to the person through whom you effected the sale or transfer for transmission to the purchaser or transferee.

### UNCONDITIONAL MANDATORY TAKE-OVER OFFER

BY

**LEADING VENTURES SDN. BHD.**

Registration No: 202101027696 (1427996-H)  
Incorporated in Malaysia

(“OFFEROR”)

THROUGH

**MALACCA SECURITIES SDN BHD**

Registration No: 197301002760 (16121-H)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

- (I) **ALL THE REMAINING ORDINARY SHARES IN META BRIGHT GROUP BERHAD (“MBGB”) (“MBGB SHARES”) NOT ALREADY OWNED BY DATO’ LEE WAI MUN (“ULTIMATE OFFEROR”), OFFEROR AND PERSONS ACTING IN CONCERT (“PACS”) WITH THE ULTIMATE OFFEROR AND OFFEROR, AS WELL AS SUCH NUMBER OF NEW MBGB SHARES THAT MAY BE ISSUED AND ALLOTTED PRIOR TO THE CLOSING DATE OF THE OFFER ARISING FROM THE EXERCISE OF THE OUTSTANDING WARRANTS 2022/2032 (“WARRANTS”) (“OFFER SHARE(S)”) FOR A CASH CONSIDERATION OF RM0.070 PER OFFER SHARE; AND**
- (II) **ALL THE REMAINING WARRANTS WHICH ARE NOT ALREADY OWNED BY THE ULTIMATE OFFEROR, OFFEROR AND PACS (“OFFER WARRANT(S)”) FOR A CASH CONSIDERATION OF RM0.005 PER OFFER WARRANT**

(COLLECTIVELY REFERRED TO AS THE “OFFER”)

(THE OFFER SHARES AND OFFER WARRANTS SHALL BE REFERRED TO AS THE “OFFER SECURITIES”)

**For Holders whose Offer Securities are deposited into your CDS account**, if you wish to accept the Offer, please refer to Note 1(A) of this Form.

**For Holders who have purchased the Offer Securities before the Closing Date but the Offer Shares and/or Offer Warrants have not been credited into your CDS account**, if you wish to accept the Offer, please refer to Note 1(D) of this Form.

**For Non-resident Holders of the Offer Securities**, if you wish to accept the Offer, please refer to Note 1(E) of this Form.

**For Holders who Offer Securities are held in scrip or certificate form and have not been deposited into CDS account**, please contact the Share Registrar at the address or contact numbers stated in Note 1(A)(v) of this Form.

Acceptances must be received by **5.00 p.m. (Malaysian time) on Wednesday, 19 October 2022**, being the First Closing Date or such other later date(s) as the Offeror may decide and as may be announced by Malacca Securities on behalf of the Offeror, at least 2 days before the Closing Date. Subject to the provisions of the Rules, the Offeror may revise and extend the date and time for the acceptances of the Offer beyond the First Closing Date. Notice of such revision and extension will be posted to you accordingly.

## NOTES REGARDING THE COMPLETION AND LODGEMENT OF THIS FORM

If you intend to accept the Offer in relation to the Offer Shares only, you are only required to complete Part A of this Form.

If you intend to accept the Offer in relation to the Offer Warrants only, you are only required to complete Part B of this Form.

However, should you intend to accept the Offer in respect of a combination of the Offer Securities, you are required to complete Part A and Part B of this Form.

Any reference to “Offer Securities” in this Form shall mean the Offer Shares and/ or Offer Warrants, as the case may be.

If you are an individual, you must, except as mentioned below, personally sign this Form. If you are a corporation, you must execute this Form under your common seal, the common seal being affixed and witnessed in accordance with your Constitution or other applicable regulations and signed on your behalf by an authorised officer(s) or attorney(s).

In order to avoid inconvenience and delay to yourself, the following points may assist you:

### 1. (A) If your Offer Securities are deposited into your CDS account

To accept the Offer, you are required to:

- (i) Complete and sign this Form;
- (ii) Complete and sign the Bursa Depository Transfer Form (FTF010), which can be obtained from your ADA/ADM or can be downloaded at Bursa Securities’ website at [https://www.bursamalaysia.com/sites/5bb54be15f36ca0af339077a/assets/5bb57d465f36ca0c3028dc96/Transfer\\_of\\_Securities\\_Request-1.pdf](https://www.bursamalaysia.com/sites/5bb54be15f36ca0af339077a/assets/5bb57d465f36ca0c3028dc96/Transfer_of_Securities_Request-1.pdf) in accordance with the instructions printed on the reverse side of the Bursa Depository Transfer Form;
- (iii) Complete in full the following particulars as contained in the Bursa Depository Transfer Form:
  - (a) Particulars of the securities;
  - (b) Particulars of the depositor;
  - (c) Particulars of the witness;
  - (d) Particulars of the transferee as appearing below; and
  - (e) Category and approved reason for transfer as appearing below.

In respect of (d) and (e) above, you are requested to complete the particulars on the transferee as follows:

CDS account no.	: 012-001-072667694
Name of transferee	: Leading Ventures Sdn Bhd
Category of transfer	: To cross (X) on category B only (change in beneficial ownership)
Reason for transfer	: To cross (X) on category B1 only (take-over offer)

- (iv) Proceed to lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM for the transfer of the Offer Securities deposited in the CDS on any Market Day prior to the Closing Date;

The transfer request shall be submitted by 3.30 p.m. (Malaysian time) to effect the transfer on the same Market Day provided that the request for the transfer is in compliance with the directions and Rules of Bursa Depository; and

- (v) Enclose the Depositor's Copy of your Bursa Depository Transfer Form (with the details of the transfer reference number to be issued by Bursa Depository for the transfer, as evidence that the transfer has been effected) duly verified and acknowledged by your ADA/ADM, together with this completed and signed Form and despatch by ordinary mail at your own risk or deliver by hand or via email to the Share Registrar at the following address and email address, so as to arrive **not later than 5.00 p.m. (Malaysian time) on Wednesday, 19 October 2022**, being the First Closing Date unless extended or revised in accordance with the Rules or as the Offeror may decide and as announced by Malacca Securities on behalf of the Offeror, at least 2 days before the Closing Date.

**Boardroom Share Registrars Sdn. Bhd.  
(Registration No. 199601006647 (378993-D))**

11th Floor, Menara Symphony  
No.5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

Tel No. : 03 – 7890 4700  
Fax No. : 03 – 7890 4670  
Email : [mbgb.go@boardroomlimited.com](mailto:mbgb.go@boardroomlimited.com)

**The Share Registrar will not issue any acknowledgement of receipt of the Form and the accompanying documents in respect of the Offer. Proof of time of postage shall not constitute proof of time of receipt by the Share Registrar.**

A return envelope is hereby enclosed for your convenience.

**(B) If the Holder of the Offer Securities is away from his/her registered address and this Form is received by agent of the Holder of the Offer Securities**

The agent of the Holder of the Offer Securities should send this Form by the quickest means (e.g. courier or express post) to the Holder of the Offer Securities for execution or, if he/she has executed a Power of Attorney, have this Form signed by the attorney and accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, a copy of the Power of Attorney which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised and recognised as valid in Malaysia, should be enclosed with this Form for noting and lodged with the Share Registrar either by post (either via ordinary mail or courier) or by hand or via email, at your own risk, at the address or email address set out in Note 1(A)(v) above.

The Holder should then proceed to perform the procedures as set out in Note 1(A) above. No other signature is acceptable.

**(C) If the Holder of the Offer Securities is deceased**

In order to accept the Offer, the duly completed Form of Notification of Death of Depositor ("**Form of Notification**") as prescribed by the Rules of Bursa Depository must be submitted to Bursa Depository and the transfer of the Offer Securities from the CDS account of the deceased to the CDS account of the executor or administrator of the deceased's estate must be effected by Bursa Depository. This Form must be signed by the executor or administrator of the deceased's estate, named in the Form of Notification to whom the Offer Securities have been effectively transferred by Bursa Depository and who is registered as the Holder of the Offer Securities and the procedures set out in Note 1(A) above shall be applicable.

**(D) If your Offer Securities purchased have yet to be credited into your CDS account**

If you have purchased the Offer Securities before the Closing Date but the Offer Securities have yet to be credited into your CDS account, you should forward this completed Form together with the relevant contract note for the Offer Securities as evidence of your beneficial ownership of the Offer Securities to the Share Registrar at the address set out in Note 1(A)(v) above so as to arrive no later than 5.00 p.m. (Malaysian time) on the Closing Date. You must then perform the procedures as set out in Note 1(A)(ii) and (iii) above. Once your Offer Securities have been credited into your CDS account, you must perform the procedure as set out in Note 1(A)(iv) above and then forward the Depositor's Copy of your Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Share Registrar either by post (either via ordinary mail or courier) or by hand or via email, at your own risk, at the address or email address set out in Note 1(A)(v) above, so as to arrive within 7 days from the Closing Date.

**(E) If you are a Non-resident Holder of the Offer Securities**

To accept the Offer, the procedures set out below and in Note 1(A) above are applicable to you. You should note that the Offer is made in Malaysia only. Please refer to Section 3 of Appendix II of the Offer Document for your responsibilities as a Non-resident Holder in connection with your acceptance of the Offer.

If you wish to accept the Offer, you are solely responsible to satisfy yourself as to the full observance of the laws of the relevant jurisdiction and in Malaysia in connection with the Offer, including without limitation the following:

- (i) receipt of cash payments in Ringgit Malaysia by you;
- (ii) repatriation of any monies by you out of Malaysia;
- (iii) obtaining of any governmental, exchange control or other consents which may be required;
- (iv) compliance with the necessary formalities including legal and regulatory requirements to be observed; and
- (v) payment of any costs relating to the transfer or other taxes or duties due in such jurisdiction.

You will be solely responsible for the payment of any transfer fees, taxes, duties or other requisite payments due in the relevant jurisdiction. The Offeror, the Ultimate Offeror, the PAC, the Share Registrar and Malacca Securities shall be fully indemnified and held harmless by you for any transfer fees, taxes, duties or other requisite payments which you may be required to pay.

You should consult your professional advisers in your relevant jurisdiction on compliance with legal and other applicable requirements. Acceptance of the Offer by you shall be deemed to constitute a representation and warranty to the Offeror, the Ultimate Offeror, the PAC, the Share Registrar and Malacca Securities that:-

- (i) you are in full observance of the laws of Malaysia and your relevant jurisdictions which in that connection, include the obtaining of any governmental or other consent which may be required, or compliance with all other necessary formalities or legal requirements, or the payment of any taxes, duties or other requisite payments due in such jurisdiction;
  - (ii) you have not received copies or originals of this Offer Document, the Form or any other Offer-related documentation in breach of the laws and regulations of any Restricted Jurisdiction;
  - (iii) you have not, in connection with the Offer or the execution or delivery of the Form, utilised, directly or indirectly, the mails or any means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction;
  - (iv) you shall be liable for any transfer fees, tax, duties or other requisite payments payable arising from your participation in the Offer. In accepting the Offer, you are in full compliance with all necessary formalities, and legal and regulatory requirements of the relevant jurisdiction; and
  - (v) you would not cause the Offeror, the Ultimate Offeror, the PAC, the Share Registrar and Malacca Securities to be in breach of the laws of the relevant jurisdiction.
2. This Form must be completed in English or Bahasa Malaysia and submitted to the Share Registrar at the address set out in Note 1(A)(v) above in its entirety.
3. Please type or write clearly in ink using **BLOCK LETTERS**. Forms defaced by erasures or any kind of correcting fluid may be rejected at the absolute discretion of the Offeror. Amendments must be clearly legible and should be countersigned by you.
4. Additional copies of this Form may be obtained from the office of the Share Registrar at the address set out in Note 1(A)(v) above from the Posting Date up to the Closing Date. You may also download this Form from the website of Bursa Securities at [www.bursamalaysia.com](http://www.bursamalaysia.com).
5. Further instructions are contained in **Appendix II** of the Offer Document.
6. By completing and delivering this Form:
  - (i) you consent to the collection, use and disclosure of your personal data by the Offeror, the Registrar and Bursa Depository (the "**Authorised Persons**") for purposes of facilitating your acceptance of the Offer and the implementation of the Offer by the Offeror and in order for the Authorised Persons to comply with any applicable laws, regulations and/or guidelines;
  - (ii) you warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable law; and
  - (iii) you agree that you will indemnify the Authorised Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of such warranty.
6. If you fail to comply with any of the terms or conditions pertaining to the acceptance of the Offer as set out in this Form and the Offer Document, the Offeror may, at their discretion, elect to consider whether or not you have accepted the Offer. The decision of the Offeror is final and binding.

**Settlement of the cash consideration under the Offer cannot be made until all relevant documents have been properly completed, signed and lodged with the Share Registrar at the address or email address set out in Note 1(A)(v) above.**

**All documents sent to the Share Registrar, either by post (either via ordinary mail or courier) or by hand or via email will be at your own risk.**

**The latest time and date for the lodgement of this completed Form (together with the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Securities) is 5.00 p.m. (Malaysian time) on the Closing Date, subject to Note 1(D) above, if your Offer Securities have yet to be credited into your CDS account.**

**PART A – OFFER SHARES ONLY**

**FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES**

**TO: LEADING VENTURES SDN. BHD. (“OFFEROR”)**

Dear Sirs,

In accordance with the terms and conditions of the Offer Document dated 20 September 2022, I/we hereby accept the Offer made by the Offeror through Malacca Securities Sdn. Bhd. in respect of \_\_\_\_\_ (number of units) of my/our MBGB Shares in consideration of a cash payment of RM0.070 for every Offer Share<sup>(1)</sup> hereby transferred by me/us.

I/We enclose herewith the Depositor’s Copy of executed Bursa Depository Transfer of Securities Request Form (FTF010):

Transfer Reference No.               -    -    -

duly verified and acknowledged by my/our ADA/ADM together with the Power of Attorney<sup>(2)</sup>/transfer notice issued by Bursa Depository evidencing the transfer of the Offer Shares from the deceased’s CDS account to my/our CDS account, as the executor or administrator<sup>(3)</sup>/contract note(s) no.(s)<sup>(4)</sup> \_\_\_\_\_ and/or other relevant documents which is required to effect the transfer of the Offer Shares.

I/We confirm that I/we am/are not Non-resident Holder(s) of the Offer Shares or that I/we am/are Non-resident Holder(s) of the Offer Shares who are ABLE to give the representations and warranties set out in **Section 3.1(v) of Appendix II** of the Offer Document<sup>(5)</sup>:

Name of depositor (Holder) : \_\_\_\_\_  
\_\_\_\_\_

**PLEASE ENSURE THAT YOUR CDS ACCOUNT NO. GIVEN BELOW IS THE SAME AS YOUR CDS ACCOUNT NO. STATED IN THE BURSA DEPOSITORY TRANSFER OF SECURITIES REQUEST FORM (FTF010)**

CDS account no. :    -    -

NRIC no. : Old :

New :       -

Passport/Company registration no. :

Correspondence address : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone/Contact no. (during office hours) : House/Office :    -

Mobile :    -

Email : \_\_\_\_\_

Date :   -   -

*If Holder is an individual*

*If Holder is a corporation<sup>(6)</sup>*

.....  
Signature of Holder

.....  
Director

.....  
Director/Secretary



**Notes:-**

- (1) If MBGB declares, makes and/or pays any Distribution on or after the date of the Notice but prior to the close of the Offer and the Holders are entitled to retain the said Distribution, the Share Offer Price shall be reduced by an amount equivalent to the said net Distribution per Offer Share which such Holders are entitled to. In addition, no adjustment shall be made to the Share Offer Price in the event that the entitlement date for the Distributions is after the Closing Date.
- (2) Where Note 1(B) of this Form is applicable.
- (3) Where Note 1(C) of this Form is applicable.
- (4) Where Note 1(D) of this Form is applicable.
- (5) Delete as applicable. Your acceptance may be invalid and disregarded unless you are able to give the confirmation required.
- (6) A corporation must affix its common seal which must be witnessed in accordance with its Constitution or other applicable regulations and signed on its behalf by an authorised officer or attorney.

**This completed and signed Form together with the Depositor's Copy of Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Shares must be submitted to the Share Registrar, either by post (either via ordinary mail at your own risk or courier) or by hand or via email at the following address:**

**Boardroom Share Registrars Sdn. Bhd.  
(Registration No. 199601006647 (378993-D))**

11th Floor, Menara Symphony  
No.5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

Tel No. : 03 - 7890 4700  
Fax No. : 03 - 7890 4670  
Email : mbgb.go@boardroomlimited.com

**You are reminded to register your e-mail address with Bursa Depository via:**

- (i) **Bursa Malaysia's website at [https://www.bursamalaysia.com/trade/our\\_products\\_services/central\\_depository\\_system/request\\_for\\_estatement](https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement); or**
- (ii) **Bursa Anywhere mobile application which can be downloaded from Google Play Store or Apple App Store.**



**PART B – OFFER WARRANTS ONLY**

**FORM OF ACCEPTANCE AND TRANSFER FOR OFFER WARRANTS**

**TO: LEADING VENTURES SDN. BHD. (“OFFEROR”)**

Dear Sirs,

In accordance with the terms and conditions of the Offer Document dated 20 September 2022, I/we hereby accept the Offer made by the Offeror through Malacca Securities Sdn. Bhd. In respect of \_\_\_\_\_ (number of units) of my/our Warrants in consideration of a cash payment of RM0.005 for every Offer Warrant hereby transferred by me/us.

I/We enclose herewith the Depositor’s Copy of executed Bursa Depository Transfer of Securities Request Form (FTF010):

Transfer Reference No.         -    -    -

duly verified and acknowledged by my/our ADA/ADM together with the Power of Attorney<sup>(1)</sup>/transfer notice issued by Bursa Depository evidencing the transfer of the Offer Warrants from the deceased’s CDS account to my/our CDS account, as the executor or administrator<sup>(2)</sup>/contract note(s) no.(s)<sup>(3)</sup> \_\_\_\_\_ and/or other relevant documents which is required to effect the transfer of the Offer Warrants.

I/We confirm that I/we am/are not Non-resident Holder(s) of the Offer Warrants or that I/we am/are Non-resident Holder(s) of the Offer Warrants who are ABLE to give the representations and warranties set out in **Section 3.1(v)** of **Appendix II** of the Offer Document<sup>(4)</sup>:

Name of depositor (Holder)      : \_\_\_\_\_  
\_\_\_\_\_

**PLEASE ENSURE THAT YOUR CDS ACCOUNT NO. GIVEN BELOW IS THE SAME AS YOUR CDS ACCOUNT NO. STATED IN THE BURSA DEPOSITORY TRANSFER OF SECURITIES REQUEST FORM (FTF010)**

CDS account no.      :     -     -

NRIC no.      : Old      :

New      :         -

Passport/Company registration no.      :

Correspondence address      : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone/Contact no. (during office hours)      : House/Office      :     -

Mobile      :     -

Email      : \_\_\_\_\_

Date      :    -    -

*If Holder is an individual*

*If Holder is a corporation<sup>(5)</sup>*

.....  
Signature of Holder

.....  
Director

.....  
Director/Secretary



**Notes:-**

- (1) Where Note 1(B) of this Form is applicable.
- (2) Where Note 1(C) of this Form is applicable.
- (3) Where Note 1(D) of this Form is applicable.
- (4) Delete as applicable. Your acceptance may be invalid and disregarded unless you are able to give the confirmation required.
- (5) A corporation must affix its common seal which must be witnessed in accordance with its Constitution or other regulations and signed on its behalf by an authorised officer or attorney.

**This completed and signed Form together with the Depositor's Copy of Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Warrants must be submitted to the Share Registrar, either by post (either via ordinary mail at your own risk or courier) or by hand or via email at the following address:**

**Boardroom Share Registrars Sdn. Bhd.  
(Registration No. 199601006647 (378993-D))**

11th Floor, Menara Symphony  
No.5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

Tel No. : 03 - 7890 4700  
Fax No. : 03 - 7890 4670  
Email : mbgb.go@boardroomlimited.com

**You are reminded to register your e-mail address with Bursa Depository via:**

- (iii) **Bursa Malaysia's website at**  
[https://www.bursamalaysia.com/trade/our\\_products\\_services/central\\_depository\\_system/request\\_for\\_estatement](https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement); or
- (iv) **Bursa Anywhere mobile application which can be downloaded from Google Play Store or Apple App Store.**