



Meta Bright
— 正源 Group 集团 —

**META BRIGHT GROUP BERHAD
(FORMERLY KNOWN AS EASTLAND EQUITY BHD.)**

Registration No.: 200001013359 (515965-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Meta Bright Group Berhad (formerly known as Eastland Equity Bhd.) (“MBGB” or the “Company”) will be held at Merbok Room, Level 6, The Grand Renai Hotel, Kota Sri Mutiara, Jalan Sultan Yahya Petra, 15150 Kota Bharu, Kelantan, Malaysia, on Thursday, 2 February 2023 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED SHARES ISSUANCE OF UP TO 389,469,246 NEW ORDINARY SHARES IN MBGB (“MBGB SHARES” OR “SHARES”) (“SUBSCRIPTION SHARES”), REPRESENTING 20.0% OF THE TOTAL NUMBER OF ISSUED SHARES OF MBGB (“PROPOSED SHARES ISSUANCE”)

“THAT subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties being obtained (where applicable), approval be and is hereby given to the Board of Directors of the Company (“Board”) to:

(i) allot and issue up to 389,469,246 Subscription Shares, at a subscription price of RM0.1125 per Subscription Share to the subscribers (“Subscribers”) as set out in Section 2.2 of the circular to shareholders of the Company dated 17 January 2023 in relation to the Proposed Shares Issuance (“Circular”) based on the terms and conditions of the subscription agreements dated 2 December 2022 entered into between the Company and the Subscribers and any supplementals thereto (if any); and

(ii) utilise the proceeds from the Proposed Shares Issuance for the purposes as set out in Section 3 of the Circular and to vary the manner and/or purposes of such proceeds as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT the Subscription Shares shall, upon allotment and issuance, rank equally in all respects with the existing MBGB Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the said Subscription Shares;

THAT pursuant to Section 85 of the Companies Act, 2016 (“Act”) read together with Clause 59 of the Constitution of the Company, the statutory pre-emptive rights of the shareholders of the Company to be offered new MBGB Shares ranking equally to the existing issued MBGB Shares arising from any issuance of new MBGB Shares to the Subscribers pursuant to the Proposed Shares Issuance be and is hereby noted and waived;

AND THAT the Board (save for Dato’ Lee Wai Mun, DIMP., JP., (“Dato’ Lee”) being the interested director for the Proposed Shares Issuance), 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 Shares Issuance 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 Shares Issuance.”

ORDINARY RESOLUTION 2

PROPOSED ALLOTMENT OF 194,802,246 SUBSCRIPTION SHARES TO LEADING VENTURES SDN. BHD. (“LVSB”), THE MAJOR SHAREHOLDER OF THE COMPANY (“PROPOSED ALLOTMENT OF SHARES TO LVSB”)

“THAT, subject to the passing of Ordinary Resolution 1 and the approvals being obtained from the relevant authorities and/or parties (where applicable), approval be and is hereby given to the Board to allot and issue 194,802,246 Subscription Shares, at a subscription price of RM0.1125 per Subscription Share to LVSB, whereby the proceeds will be utilised for the purposes set out in Section 3 of the Circular, based on the terms and conditions of the subscription agreement dated 2 December 2022 entered into between the Company and LVSB and any supplementals thereto (if any);

THAT the Subscription Shares shall, upon allotment and issuance, rank equally in all respects with the existing MBGB Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the said Subscription Shares;

THAT pursuant to Section 85 of the Act read together with Clause 59 of the Constitution of the Company, the statutory pre-emptive rights of the shareholders of the Company to be offered new MBGB Shares ranking equally to the existing issued MBGB Shares arising from any issuance of new MBGB Shares to LVSB pursuant to the Proposed Allotment of Shares to LVSB be and is hereby noted and waived;

AND THAT the Board (save for Dato’ Lee, being the interested director for the Proposed Shares Issuance), 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 Allotment of Shares to LVSB 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 Allotment of Shares to LVSB.”

ORDINARY RESOLUTION 3

PROPOSED ALLOTMENT OF 81,777,800 SUBSCRIPTION SHARES TO DATO’ WANG RUIHUI, A PERSON CONNECTED TO DATO’ LEE (“PROPOSED ALLOTMENT OF SHARES TO DATO’ WANG RUIHUI”)

“THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and the approvals being obtained from the relevant authorities and/or parties (where applicable), approval be and is hereby given to the Board to allot and issue 81,777,800 Subscription Shares, at a subscription price of RM0.1125 per Subscription Share to Dato’ Wang Ruihui, whereby the proceeds will be utilised for the purposes set out in Section 3 of the Circular, based on the terms and conditions of the subscription agreement dated 2 December 2022 entered into between the Company and Dato’ Wang Ruihui and any supplementals thereto (if any);

THAT the Subscription Shares shall, upon allotment and issuance, rank equally in all respects with the existing MBGB Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the said Subscription Shares;

THAT pursuant to Section 85 of the Act read together with Clause 59 of the Constitution of the Company, the statutory pre-emptive rights of the shareholders of the Company to be offered new MBGB Shares ranking equally to the existing issued MBGB Shares arising from any issuance of new MBGB Shares to Dato’ Wang Ruihui pursuant to the Proposed Allotment of Shares to Dato’ Wang Ruihui be and is hereby noted and waived;

AND THAT the Board (save for Dato’ Lee, being the interested director for the Proposed Shares Issuance), 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 Allotment of Shares to Dato’ Wang Ruihui 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 Allotment of Shares to Dato’ Wang Ruihui.”

By Order of the Board
**META BRIGHT GROUP BERHAD
(FORMERLY KNOWN AS EASTLAND EQUITY BHD.)**

**TAI YIT CHAN
(MAICSA 7009143)
(SSM PC No. 202008001023)**
Secretary

Selangor Darul Ehsan
17 January 2023

Explanatory Note:-

Pursuant to Section 85 of the Act read together with Clause 59 of the Company’s Constitution, the shareholders of MBGB have a statutory pre-emptive right to be offered any new Shares which rank equally to existing Shares issued by the Company. By you voting in favour of the proposed Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, the shareholders of the Company will be waiving their statutory pre-emptive rights and the proposed Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 if passed, will exclude the statutory pre-emptive rights of the shareholders of the Company to be offered any new Shares to be issued by the Company pursuant to the Proposed Shares Issuance, Proposed Allotment of Shares to LVSB and Proposed Allotment of Shares to Dato’ Wang Ruihui.

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 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 2 proxies, the appointment shall be invalid unless he/she specifies the proportions 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 Proxy Form 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 Share Registrars’ Office at Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 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 25 January 2023 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 resolution set out in the Notice of the EGM will be put to vote by way of poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.