

**THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] ("**Bursa Securities**") has not perused the contents of this Circular/Statement prior to its issuance as they are prescribed as exempt documents pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.



**Meta Bright**

—正源 Group 集团—

**META BRIGHT GROUP BERHAD**

Registration No.: 200001013359 (515965-A)

(Incorporated in Malaysia)

**PART A**

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**PART B**

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES UP  
TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY**

The above proposals will be tabled as Special Business at the Twenty-Third Annual General Meeting ("**23rd AGM**") of Meta Bright Group Berhad ("**the Company**"). The 23rd AGM of 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 Friday, 15 December 2023 at 9.30 a.m., or at any adjournment thereof.

Notice of the 23rd AGM of the Company together with the Proxy Form are set out in the 2023 Annual Report of the Company which are available to be downloaded from our Company's website at <https://www.mbgb.my> or Bursa Securities' website at <https://www.bursamalaysia.com>.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf.

The Form of Proxy should be completed and lodged at the Share Registrar's Office of the Company 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, Malaysia, not less than 48 hours before the time set for holding the AGM, as indicated below, or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude you from attending, speaking and voting in person at the AGM should you subsequently wish to do so.

|  |   |  |
|--|---|--|
| Last date and time for lodging the Form of Proxy | : | Wednesday, 13 December 2023 at 9.30 a.m.                               |
| Date and time of 23rd AGM                        | : | Friday, 15 December 2023 at 9.30 a.m. or<br>at any adjournment thereof |

This Circular/Statement is dated 31 October 2023

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## DEFINITIONS

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For the purpose of this Circular/Statement, except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement:-

|                        |  |
|------------------------|--|
| “Act”                  | : The Companies Act 2016, as amended from time to time and any re-enactment thereof  |
| “AGM”                  | : Annual General Meeting   |
| “AMG Power”            | : AMG Power Sdn. Bhd. (Registration No.: 202101008463 (1408762-V))   |
| “Board”                | : Board of Directors of Meta Bright Group Berhad   |
| “Bursa Securities”     | : Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]  |
| “Circular”             | : This Circular to the shareholders of MBGB in relation to the Proposed Shareholders’ Mandate dated 31 October 2023  |
| “Code”                 | : Malaysian Code on Take-overs and Mergers, 2016   |
| “Dato’ Lee”            | : Dato’ Lee Wai Mun, DIMP., JMK., JP., Executive Director of MBGB and indirect Major Shareholder of MBGB (via LV)  |
| “DFI”                  | : Dragon Field International Limited, a company in Hong Kong which is principally involved in investment holding   |
| “Director(s)”          | : Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon:-<br>(i) a director of the listed issuer, its subsidiary or holding company; or<br>(ii) a chief executive officer of the listed issuer, its subsidiary or holding company  |
| “Ecodwell Ventures”    | : Ecodwell Ventures Sdn. Bhd. (Registration No.: 201901018245 (1327574-H))   |
| “EEHSSE International” | : EEHSSE International Sdn. Bhd. (Registration No.: 202001024353 (1380673-D))  |
| “EGM”                  | : Extraordinary General Meeting  |
| “Enzo Energy”          | : Enzo Energy Sdn. Bhd. (Registration No.: 202101036979 (1437279-H))   |
| “EPCC”                 | : Engineering, procurement, construction and commissioning   |
| “EPS”                  | : Earnings per share   |
| “ER Sumber Harmoni”    | : ER Sumber Harmoni Sdn. Bhd. (Registration No.: 201301003693 (1033534-K))   |
| “FBO Land”             | : FBO Land (Setapak) Sdn. Bhd. (Registration No.: 198401007204 (119720-H))   |
| “HOA”                  | : Heads of Agreement   |
| “LCK”                  | : Lee Chee Kiang, the Managing Director of the Company   |
| “Listing Requirements” | : Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof  |
| “LPD”                  | : 29 September 2023, being the latest practicable date prior to the printing of this Circular  |
| “LV”                   | : Leading Ventures Sdn. Bhd. (Registration No.: 202101027696 (1427996-H)), a Major Shareholder of MBGB   |
| “Major Shareholder(s)” | : A person, who includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed issuer or any other corporation which is its subsidiary or holding company, has an interest or interests in one (1) or more voting shares in the Company and the total number of voting shares, or the aggregate of the total number of those voting shares, are:-<br>(a) 10% or more of the total number of voting shares in the Company; or<br>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. |

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**DEFINITIONS (CONT'D)**

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|  |  |
|--|--|
| “Major Shareholder(s)” (Cont’d)  | : For the purpose of this definition “interest in shares” shall have the meaning given in Section 8 of the Act   |
| “MBGB” or “Company”  | : Meta Bright Group Berhad [Registration No. 200001013359 (515965-A)]  |
| “MBGB Group” or “Group”  | : MBGB and its subsidiary companies  |
| “MBGB Share(s)” or “Share(s)”  | : Ordinary share(s) in MBGB  |
| “MCR”  | : Mt Cuthbert Resources Pty Ltd, an Australian company wholly-owned by DFI, whereby Dato’ Lee has indirect aggregate interests of approximately 40.2% in MCR (via YGL IBay International Sdn. Bhd., Right Winner Limited and Global Minerals (Holdings) Limited) and he is a director in DFI   |
| “Minister”   | : The Minister charged with the responsibility of companies  |
| “PV”   | : Photovoltaic   |
| “Person(s) connected”  | : In relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories:- <ul style="list-style-type: none"><li>(a) A family member of the Said Person which family shall have the meaning given in Section 197 of the Act;</li><li>(b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Said Person, or a family member of the Said Person, is the sole beneficiary;</li><li>(c) A partner of the Said Person;</li><li>(d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;</li><li>(e) A person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;</li><li>(f) A body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or</li><li>(g) A body corporate which is a related corporation of the said Person.</li></ul> |
| “Proposed Renewal of Existing Shareholders’ Mandate” or “Proposed Shareholders’ Mandate” | : Proposed renewal of existing shareholders’ mandate for existing Recurrent Related Party Transactions to be entered by MBGB Group   |
| “Proposed Share Buy-Back”  | : Proposed authority for MBGB to purchase its own Shares on up to ten percent (10%) of the total number of the issued shares of MBGB   |
| “Purchased Shares”   | : Shares purchased by the Company pursuant to the Proposed Share Buy-Back Authority  |
| “Recurrent Transaction(s)” or “RRPT”   | : Recurrent related party transaction(s) of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the MBGB Group as specified in Section 2.4 of this Circular  |
| “Related Party(ies)”   | : A “director”, “major shareholder” or “person connected” with such director or major shareholder who are interested in the RRPT as set out in Section 2.3 of the Circular   |

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**DEFINITIONS (CONT'D)**

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|                           |  |
|---------------------------|--|
| “SC”                      | : Securities Commission Malaysia   |
| “Statement”               | : This statement dated 31 October 2023 in relation to 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                                     |
| “Substantial Shareholder” | : A person who has an interest or interest in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares in the Company |
| “Warrants”                | : Warrants B of MBGB   |

Currency

“RM” and “sen” : Ringgit Malaysia and sen respectively

All reference to “we”, “us”, “our” and “ourselves” are to our Company. All reference to “you” in this Circular/Statement are to the shareholders of our Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular/Statement shall be a reference to Malaysian time, unless otherwise specified.

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**PART A**

**LETTER TO THE SHAREHOLDERS OF MBGB IN RELATION TO THE PROPOSED  
SHAREHOLDERS' MANDATE**



## **META BRIGHT GROUP BERHAD**

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

### **Registered Office:**

12th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan, Malaysia

31 October 2023

### **Directors:**

Encik Mohamed Akwal Bin Sultan Mohamad (*Chairman, Independent Non-Executive Director*)  
Mr Lee Chee Kiang (*Managing Director*)  
Dato' Lee Wai Mun, DIMP., JMK., JP. (*Executive Director*)  
Mr Phang Kiew Lim (*Executive Director*)  
Mr Tan Chin Hong (*Executive Director*)  
Puan Masleena Binti Zaid (*Independent Non-Executive Director*)  
Mr Ong Lu Yuan (*Independent Non-Executive Director*)

### **To: The MBGB Shareholders**

Dear Sir/Madam,

### **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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#### **1. INTRODUCTION**

The Company had on 24 November 2022 and 4 August 2023 obtained the respective shareholders' mandates for MBGB Group to enter into RRPT on terms that are not more favourable to the Related Parties than those generally available to the public. The approval shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM of the Company unless approval for its renewal is obtained from the shareholders of the Company at the AGM.

The Board of Directors of the Company had on 17 October 2023 announced that the Company proposed to seek its shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming AGM in line with Paragraph 10.09 of the Listing Requirements.

The purpose of Part A of this Circular/Statement is to provide you with the relevant details of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 23rd AGM of the Company.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.**



## **2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE**

### **2.1 Background Information**

Pursuant to Paragraph 10.09(2) of the Listing Requirements, MBGB is required to seek its shareholders' mandate, with regards to RRPTs subject to, among others, the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year where:
  - (a) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1.0 million or more; or
  - (b) the percentage ratio of such RRPTs is 1% or more,whichever is higher;
- (iii) the circular to shareholders for the Proposed Shareholders' Mandate shall include the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder, and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (v) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPTs disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate in respect of RRPT pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions under Paragraph 10.08 of the Listing Requirements shall not apply to the RRPT which are comprised in the said mandate during the validity period of the mandate.

The shareholders' mandate for the RRPT is also subject to the following:

- (a) The transactions are conducted on normal commercial terms;
- (b) The transactions are not detrimental to the minority shareholders;
- (c) The transactions are conducted on arm's length basis; and
- (d) Details of the transactions containing the information as set out in Annexure PN12-A of the Listing Requirements will be set out in this circular.

The Board proposes to renew its existing mandate from its shareholders to enter into the RRPT pursuant to and in compliance with the conditions stated in Paragraph 10.09 of the Listing Requirements.

## 2.2 Principal activities of the Group

The principal activity of MBGB is investment holding. Through its subsidiaries, the Company is principally involved in investment holding, money lending, hotel operations, investment in properties, property investment, property development, energy related business and leasing business.

As at LPD, the principal activities of its subsidiaries are as follows:-

| Name of company   | Effective equity interest (%) | Principal activities   |
|---|-------------------------------|--|
| Eastern Biscuit Factory Sdn. Bhd.                             | 100                           | Property development, investment in properties and hotel operations  |
| Perfect Diamond Capital Sdn. Bhd.                             | 100                           | Investment holding   |
| EBF Land Sdn. Bhd.  | 100                           | Investment holding   |
| Meta Bright Sdn. Bhd.   | 100                           | Investment advisory services and leasing   |
| FBO Land (Setapak) Sdn. Bhd.                                  | 100                           | Property development, renewable energy and energy efficiency related technology and businesses                                       |
| <b><u>Subsidiary of Eastern Biscuit Factory Sdn. Bhd.</u></b> |                               |  |
| FBO Land (Serendah) Sdn. Bhd.                                 | 100                           | Property investment  |
| <b><u>Subsidiary of Perfect Diamond Capital Sdn. Bhd.</u></b> |                               |  |
| Rimaflex Sdn. Bhd.  | 100                           | Money lending  |
| <b><u>Subsidiary of Meta Bright Sdn. Bhd.</u></b>             |                               |  |
| Meta Bright Australia Pty Ltd                                 | 100                           | Involved in the business of leasing machineries and equipment, including short term rental and its any ancillary business activities |

### **2.3 Classes of Related Parties**

The Proposed Shareholders' Mandate will apply to transactions with the following classes of Related Parties:-

- i. Directors;
- ii. Major Shareholders; and
- iii. Persons connected with the Directors and/or Major Shareholders.

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## 2.4 Nature of RRPTs and Estimated Values

The details of the RRPTs and their estimated values as set out below, are transactions which have been or to be entered into by MBGB Group with the Related Parties in the ordinary course of business under the Proposed Shareholders' Mandate:-

### PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

(a)

| Related Parties   | Company in MBGB Group involved in the RRPT | Nature of Transaction  | Nature of Relationship   | Existing Mandate   |  | Estimated aggregate value to be transacted from the forthcoming AGM up to the next AGM (RM'000) |
|-------------------|--|--|--|--|--|---|
|                   |  |  |  | Previous estimated value as disclosed in the circular to shareholders dated 26 October 2022 (RM'000) | Actual value transaction from date of the previous AGM to the LPD (RM'000) |   |
| ER Sumber Harmoni | MBGB Group                                 | Provision of project management service by the Group to ER Sumber Harmoni. | Dato' Lee is Executive Director of MBGB and indirect Major Shareholder of (via LV).<br><br>Dato' Lee holds a direct stake of 50% shares in ER Sumber Harmoni and he is also the director of ER Sumber Harmoni. | 2,500  | Nil  | 2,500   |
| Enzo Energy       | MBGB Group                                 | Provision of EPCC works by Enzo Energy to the Group.                       | Dato' Lee is Executive Director of MBGB and indirect Major Shareholder of MBGB (via LV).<br><br>Dato' Lee holds a direct stake of 50% shares in AMG Power and AMG Power holds 75% shares in Enzo Energy.       | 50,000   | Nil  | 50,000  |

| Related Parties      | Company in MBGB Group involved in the RRPT | Nature of Transaction  | Nature of Relationship   | Existing Mandate   |  | Estimated aggregate value to be transacted from the forthcoming AGM up to the next AGM (RM'000) |
|----------------------|--|--|--|--|--|---|
|                      |  |  |  | Previous estimated value as disclosed in the circular to shareholders dated 26 October 2022 (RM'000) | Actual value transaction from date of the previous AGM to the LPD (RM'000) |   |
|                      |  |  |  |  |  |   |
| EEHSSE International | MBGB Group                                 | Provision of ESG consulting services by EEHSSE International to the Group. | Dato' Lee is Executive Director of MBGB and indirect Major Shareholder of MBGB (via LV).<br><br>Dato' Lee holds a direct stake of 50% shares in AMG Power and AMG Power holds a stake of 45% shares in EEHSSE International. | 1,000  | Nil  | 1,000   |
| Ecodwell Ventures    | MBGB Group                                 | Provision of EPCC works by Ecodwell Ventures to the Group                  | Dato' Lee is Executive Director of MBGB and indirect Major Shareholder of MBGB (via LV).<br><br>Dato' Lee holds a direct stake of 50% shares in AMG Power and AMG Power holds 60% shares in Ecodwell Ventures.               | 40,000   | 1,351  | 40,000  |

(b)

| Related Parties | Company in MBGB Group involved in the RRPT | Nature of Transaction  | Nature of Relationship   | Existing Mandate  |  | Estimated aggregate value to be transacted from the forthcoming AGM up to the next AGM (RM'000) |
|-----------------|--|--|--|---|--|---|
|                 |  |  |  | Previous estimated value as disclosed in the circular to shareholders dated 20 July 2023 (RM'000) | Actual value from date of the previous EGM held on 4 August 2023 to the LPD (RM'000) |   |
| MCR             | MBGB Group                                 | Leasing of machineries and/or equipment by the Group to MCR. | <p>Dato' Lee is the Executive Director of MBGB and indirect Major Shareholder (via Leading Ventures Sdn. Bhd.) of MBGB.</p> <p>Dato' Lee is also an indirect major shareholder of MCR via his indirect interests in DFI (MCR is a wholly-owned subsidiary of DFI). He is also a director of DFI (an investment holding company incorporated in Hong Kong).</p> <p>Dato' Lee's indirect interests in DFI are via his interests in YGL iBay International Sdn. Bhd. (a company incorporated in Malaysia which is principally involved in the provision of business management consultancy services, financial service activities to subsidiaries, related companies and act as holding company), Right Winner Limited (a company incorporated in Hong Kong which is principally engaged in trading and investment) and Global Minerals (Holdings) Limited (a company incorporated in Hong Kong which is principally involved in trading of iron ore business).</p> | 6,500   | Nil  | 30,000  |

Notes:-

The estimated value in respect of the transaction above is based on the prevailing prices which competitive market prices are obtained from the Related Parties and management estimates. The estimated amount is further based on the assumptions that current level of the Group's operation will continue and all external conditions remain constant. Due to the nature of the transaction, the actual value of the transactions may vary from the estimated value disclosed above.

## **2.5 Amount due and owing under RRPT**

The Company, as part of its credit management practices, will carry out periodic reviews to ensure that all amounts owing by the Related Parties are paid within the credit period.

In relation to the above, for the financial year ended 30 June 2023, there were no amounts due to the Company from the Related Parties pursuant to the Recurrent Transactions that exceeded the credit period. Hence, there was no late payment charges imposed on the Related Parties.

## **2.6 Validity Period of the Proposed Shareholders' Mandate**

The Proposed Shareholders' Mandate is subject to annual renewal and as such, the approval of the shareholders for a renewal of the shareholders' mandate will be sought at each subsequent AGM of the Company.

The authority to be conferred by the Proposed Shareholders' Mandate, will take effect from the passing of the ordinary resolution proposed at the forthcoming AGM and shall remain in full effect until:-

- (i) the conclusion of the next AGM of the Company following the AGM at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority conferred by this resolution is renewed; or
- (ii) the expiration of the period within which the next AGM after the date it 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 Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at general meeting;

whichever is the earlier.

## **2.7 Review Procedures for the RRPT**

The MBGB Group has established the following procedures to ensure that the RRPTs are undertaken on an arm's length basis and on normal commercial terms and transactions prices consistent with the Group's usual business practices and policies, which are not more favourable to the Related Parties than those extended to the public and are not to the detriment of the minority shareholders:-

- i) The identity of the Related Parties will be disclosed/circulated within the Group and at the same time, the Related Parties will be notified that all RRPTs are required to be taken on an arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public;
- ii) The thresholds for approvals of RRPTs will be consistent with those transactions entered into with unrelated parties. MBGB Group has in place internal levels of authority governing all business transactions. As the RRPTs are conducted in the ordinary course of business, the transactions will be covered under the same levels of authority;
- iii) Any tender, quotation or contract received from or proposed to be entered with a Related Party will be reviewed by senior management who will ascertain if it is an approved RRPT. Such tender, quotation or contract will not be approved unless the terms offered to MBGB Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions. The RRPTs with a Related Party will only be entered into after taking into account the pricing, quality, deliverables, level of service and other related facts including competitor's prices of similar products and services in the open market;

- iv) All RRPTs to be entered into will be reviewed by the Audit and Risk Management Committee at every quarter or from time to time, as needed and subsequently reported to the Board to ensure that the transactions are not more favourable to the Related Party and will not be detrimental to the minority shareholders;
- v) The Directors having interest in any RRPT shall abstain from voting on any matter relating to decisions to be taken by the Board and deliberations as well as shall ensure that the Major Shareholders and persons connected with them abstain from voting on the resolution approving the transactions;
- vi) Records will be maintained by MBGB Group to capture all RRPTs entered into pursuant to any Proposed Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- vii) At least two other contemporaneous transactions with unrelated third parties for similar products/ services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/ services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by MBGB Group based on the usual business practices of MBGB Group to ensure the RRPTs are not detrimental to MBGB Group;
- viii) The Audit and Risk Management Committee shall review the Internal Audit reports on an annual basis to ascertain that the guidelines and procedures established to monitor the RRPTs have been complied with;
- ix) Immediate announcement will be made when the actual amount of a RRPT exceeds the estimated value disclosed in the Circular by 10% or more;
- x) The Audit and Risk Management Committee will review the cumulative value of all RRPTs on a quarterly basis;
- xi) Disclosure will be made in the following year's annual report of the Company of the aggregate value of transactions conducted pursuant the Proposed Shareholders' Mandate;
- xii) In respect of any new RRPT not covered under a shareholders' mandate, it will be subject to review and approval by a director and one senior management who has no interest in the transaction. The Audit and Risk Management Committee and Board will be notified for any transaction which requires announcement to Bursa Securities pursuant to Paragraph 10.09(1) of the Listing Requirements; and
- xiii) The Board and the Audit and Risk Management Committee will have overall responsibility for the determination of the review procedures, including addition of new review procedures, as and when necessary. The Board and the Audit and Risk Management Committee may also appoint individuals and committees to examine the RRPTs, as they deem appropriate. If a member of the Board or the Audit and Risk Management Committee has an interest, direct or indirect, in any particular transactions, he or she will abstain from any deliberation and voting on the matter at the Board or the Audit and Risk Management Committee meetings in respect of such transactions. The threshold for RRPT will be determined by Audit and Risk Management Committee on a yearly basis, subject to the provisions in the Listing Requirements and/or the Act, where necessary. Where any Director has an interest (direct or indirect) in any RRPT, such Director shall abstain from deliberation and voting on the matter. All RRPTs will be monitored by the management and reviewed by the Audit and Risk Management Committee on a quarterly basis and approved by the Board. Where the RRPT has not obtained the shareholders' mandate or has exceeded the shareholders' mandate, an announcement shall be made to Bursa Securities.



### **3. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE**

The Audit and Risk Management Committee of the Company has seen and reviewed the procedures mentioned in **Section 2.7** above and is of the view that:-

- (i) the said procedures for the RRPTs as well as the annual review to be made by the Audit and Risk Management Committee in relation thereto, are sufficient to ensure that the RRPTs will be made at arm's length and in accordance with the Company's normal commercial terms and 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;
- (ii) the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner; and
- (iii) the Audit and Risk Management Committee will review these procedures and processes on a yearly basis or whenever the need arises.

### **4. DISCLOSURE IN ANNUAL REPORT**

Disclosure will be made in the Company's annual report in accordance with Section 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year, amongst others, based on the following information:-

- (i) the type of the RRPTs made; and
- (ii) the names of the Related Parties involved in each type of the RRPTs made and their relationships with the Company.

The above disclosure will be made in the Company's annual reports for the subsequent financial years after the Proposed Shareholders' Mandate has been approved.

In addition, if the actual value of the RRPTs entered into by the Group exceeds the estimated value of the RRPTs disclosed in the circular to shareholders on the Proposed Shareholders' Mandate by 10% or more, the Company will make an immediate announcement to Bursa Securities.

### **5. RATIONALE AND BENEFITS FOR THE PROPOSED SHAREHOLDERS' MANDATE**

The RRPTs to be entered into by the MBGB Group with the Related Parties are all conducted in the ordinary course of business. They are recurring transactions of revenue or trading nature which are likely to occur with some degree of frequency and could arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and as such, it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such related party transactions.

The RRPTs are considered by the Board to be beneficial to the MBGB Group as they constitute transactions which are necessary for the day-to-day operations of the MBGB Group, which contribute to the generation of its turnover and profit. The close commercial relationships that had been established with the Related Parties have created an effective network that the MBGB Group can draw upon to support its operational needs, deriving synergistic and operational benefits to support its marketing, distribution and manufacturing functions.

The Proposed Shareholders' Mandate, if approved by the shareholders, will eliminate the need to make regular announcements to Bursa Securities or to issue separate circulars to shareholders and to convene separate general meetings on each occasion to seek shareholders' prior approval for the entry by the Group into such transactions. Also, it would substantially reduce administrative time, inconvenience and expenses associated with the making of such announcements and the convening of such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the MBGB Group.

Hence, the Directors are seeking approval from the shareholders on the RRPTs as described under Section 2.4 of this Circular.

## 6. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on the issued share capital of MBGB, as well as the consolidated earnings and net assets of the MBGB Group.

## 7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Dato' Lee, Executive Director of MBGB and indirect Major Shareholder of MBGB (via LV), is deemed interested in the Proposed Shareholders' Mandate ("**Interested Director**") by virtue of:

- his directorship and shareholding in ER Sumber Harmoni;
- his direct and/or indirect shareholding in Enzo Energy, EEHSSE International and Ecodwell Ventures; and
- his indirect aggregate interests of approximately 40.2% in MCR (via YGL iBay International Sdn. Bhd. (8.7%), Right Winner Limited (5.0%) and Global Minerals (Holdings) Limited (26.5%)) and he is a director in DFI.

The Interested Director has abstained and will continue to abstain from all Board deliberations and voting in respect of the Proposed Shareholders' Mandate.

Dato' Lee will abstain from voting and has undertaken to ensure that persons connected with him will also abstain from voting in respect of their direct and/or indirect shareholdings in MBGB on the resolution pertaining to the Proposed Shareholders' Mandate at the AGM to be convened.

As at LPD, the direct and indirect shareholdings of Dato' Lee and persons connected with him in MBGB are set out below:-

|           | As at LPD          |       |                    |       |
|-----------|--------------------|-------|--------------------|-------|
|           | Direct             |       | Indirect           |       |
|           | No. of shares held | %     | No. of shares held | %     |
| LV        | 1,302,089,926      | 55.01 | -                  | -     |
| Dato' Lee | -                  | -     | *1,302,089,926     | 55.01 |

### Note:-

\* Deemed interest by virtue of his interest in LV pursuant to Section 8 of the Act.

Save as disclosed above, none of the other Directors and/or Major Shareholders or any persons connected with the Directors and/or Major Shareholders has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

## 8. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of the Company at the forthcoming AGM.

## **9. DIRECTORS' RECOMMENDATION**

Having considered all aspects of the Proposed Shareholders' Mandate, your Board (save for the Interested Director, who has abstained from giving an opinion in respect of the Proposed Shareholders' Mandate) is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company.

Accordingly, the Board (save for the Interested Director, who has abstained from recommending in respect of the Proposed Shareholders' Mandate) recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

## **10. AGM**

The 23rd AGM of the Company, the Notice of which is set out in the Annual Report 2023, 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 Friday, 15 December 2023 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Shareholders' Mandate under the agenda of Special Business as set out in the Notice of the AGM. An extract of the Notice of the 23rd AGM setting out the Ordinary Resolution in respect of the Proposed Shareholders' Mandate is enclosed in Appendix II of this Circular/Statement.

If you are unable to attend and vote in person at the AGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy the instructions contained therein, to 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 later than 48 hours before the time stipulated for holding the AGM or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude the shareholders of MBGB from attending and voting in person at the AGM should the shareholders of MBGB subsequently wish to do so and in such an event, your Form of Proxy shall be revoked accordingly.

## **11. FURTHER INFORMATION**

Shareholders are requested to refer to the attached appendices for further information.

Yours faithfully  
For and on behalf of the Board of  
**META BRIGHT GROUP BERHAD**

**PHANG KIEW LIM**  
Executive Director

**PART B**

**STATEMENT TO SHAREHOLDERS IN RELATION TO 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**



**META BRIGHT GROUP BERHAD**

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

**Registered Office:**

12th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan, Malaysia

31 October 2023

**Directors:**

Encik Mohamed Akwal Bin Sultan Mohamad (*Chairman, Independent Non-Executive Director*)  
Mr Lee Chee Kiang (*Managing Director*)  
Dato' Lee Wai Mun, DIMP., JMK., JP. (*Executive Director*)  
Mr Phang Kiew Lim (*Executive Director*)  
Mr Tan Chin Hong (*Executive Director*)  
Puan Masleena Binti Zaid (*Independent Non-Executive Director*)  
Mr Ong Lu Yuan (*Independent Non-Executive Director*)

**To: The MBGB Shareholders**

Dear Sir/Madam,

**PROPOSED SHARE BUY-BACK**

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**1. INTRODUCTION**

On 17 October 2023, the Company announced that the Board proposed to seek its shareholders' approval for the Proposed Share Buy-Back at the forthcoming 23rd AGM of the Company.

The purpose of Part B of this Circular/Statement is to provide the relevant details of the Proposed Share Buy-Back, to set out the recommendation of the Board thereon and to seek your approval for the resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 23rd AGM of the Company.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHARE BUY-BACK AT THE FORTHCOMING AGM.**

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## 2. DETAILS OF THE PROPOSED SHARE BUY-BACK

### 2.1 General

The Board proposes to seek the authority from the shareholders of the Company to purchase up to ten percent (10%) of its total number of issued shares through stockbroker(s) to be appointed at a later date.

The Proposed Share Buy-Back is subject to compliance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

The approval from the shareholders for the Proposed Share Buy-Back would be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the forthcoming AGM and shall be valid until:-

- (a) the conclusion of the next AGM of the Company 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;
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first.

### 2.2 Maximum number or percentage of MBGB Shares to be purchased

Pursuant to Paragraph 12.09 of the Listing Requirements, the maximum aggregate number of Shares which may be purchased by our Company or held as treasury shares shall not exceed 10% of the total number of issued Shares of the Company at any point in time.

As at the LPD, the total issued share capital of our Company is RM186,401,890.60 comprising 2,366,959,277 Shares.

For illustrative purposes, the maximum number of Shares that may be purchased is as follows:

|  | Minimum Scenario <sup>(1)</sup> | Maximum Scenario <sup>(2)</sup> |
|--|---------------------------------|---------------------------------|
|  | Number of Shares                | Number of Shares                |
| Total number of issued Shares as at the LPD  | 2,366,959,277                   | 2,366,959,277                   |
| Assuming full exercise of 752,758,182 outstanding Warrants                                   | -                               | 752,758,182                     |
| Total number of issued Shares  | 2,366,959,277                   | 3,119,717,459                   |
| <b>Maximum number of Shares that may be purchased (10% of total number of issued Shares)</b> | <b>236,695,927</b>              | <b>311,971,745</b>              |

Notes:

<sup>(1)</sup> Assuming none of the outstanding Warrants is exercised.

<sup>(2)</sup> Assuming all outstanding 752,758,182 Warrants are exercised.

## **2.3 Maximum amount of funds to be allocated and the source of funds**

Paragraph 12.10(1) of the Listing Requirements stipulates that the Proposed Share Buy-Back must be made wholly out of the retained profits of the Company.

The maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the amount stated in the retained profits of the Company at the time of purchase.

Based on MBGB's latest audited financial statements as at 30 June 2023, the Company has recorded a loss of RM1,201,126. However, the Group has retained profit of RM8,709,081.

The Proposed Share Buy-Back will allow the Board to exercise the power of the Company to purchase its own shares at any time during the abovementioned period using the internally generated funds of the Group and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on, amongst others, the availability of internally generated funds, the actual number of MBGB Shares to be purchased and other relevant cost factors. The actual number of MBGB Shares to be purchased and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained profits and the financial resources available to the Group.

Should the Proposed Share Buy-Back be financed through internally generated funds, the Board will ensure that there are sufficient funds to repay such borrowings and that the Proposed Share Buy-Back is not expected to have material effect on the working capital and cashflow of the MBGB Group.

## **2.4 Treatment of Purchased Shares**

In accordance with Section 127(4) of the Act, the Board is able to deal with any Purchased Shares in the following manner:

- (a) to cancel the Purchased Shares;
- (b) to retain the Purchased Shares as treasury shares; or
- (c) to retain part of the Purchased Shares as treasury shares and cancel the remainder.

The decision whether to retain the Purchased Shares as treasury shares, or to cancel the Purchased Shares or a combination of both, will be made by the Board at the appropriate time.

Where the Purchased Shares are held as treasury shares, the Board may at its discretion:

- (a) distribute the Purchased Shares as dividends to shareholders, such dividends to be known as "share dividends";
- (b) resell the Purchased Shares, or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities;
- (c) transfer the Purchased Shares, or any of the Purchased Shares for the purposes of or under an employees' share scheme;
- (d) transfer the Purchased Shares, or any of the Purchased Shares as purchase consideration;
- (e) cancel the Purchased Shares or any of the Purchased Shares;
- (f) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe; or
- (g) in any other manner permitted by the Act, rules, regulations and order made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

Pursuant to Section 127(8) of the Act, the rights attached to the treasury shares in relation to voting, dividends and participation in any other distribution and otherwise are suspended. In accordance with Section 127(9) of the Act, the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at meetings.

The Company will make an immediate announcement to Bursa Securities of any purchase or resale of the MBGB Shares and whether the Purchased Shares will be cancelled, sold, transferred or retained as treasury shares or a combination.

## **2.5 Purchase/ Resale/ Transfer Price**

Pursuant to Paragraph 12.17 of the Listing Requirements, MBGB shall only purchase its own ordinary shares at a price, which is not more than fifteen percent (15%) above the weighted average market price for the five (5) market days immediately preceding the date of the purchase(s).

Pursuant to Paragraph 12.18 of the Listing Requirements, the Company may only resell or transfer any Purchase Shares which are held as treasury shares on Bursa Securities at:

- a) a price which is not less than the weighted average market price of MBGB Shares for the five (5) market days immediately before the date of the resale or transfer; or
- b) a discounted price of not more than 5% to the weighted average market price of MBGB Shares for the five (5) market days immediately before the date of the resale or transfer, provided that:
  - i. the resale or transfer takes place not earlier than 30 days from the date of the purchase; and
  - ii. the resale or transfer price is not less than the cost of purchase of the MBGB Shares being resold or transferred.

## **2.6 Purchase and resale made in the previous twelve (12) months**

The Company has not obtained any shareholders' authority to purchase its own shares in the previous twelve (12) months preceding the date of this Statement. The Company does not have any treasury shares and has not resold, transferred, cancelled or distributed any treasury shares as dividends in the same period.

## **2.7 Public Shareholding Spread of MBGB**

The Proposed Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase, including compliance with the public shareholding spread requirement under Paragraph 8.02(1) of the Listing Requirements.

Based on the Record of Depository of the Company as at LPD, the public shareholding spread of the Company stood at 2,366,959,277 shares representing approximately 36.75%.

For the purpose of illustration, if the Company purchases up to the maximum of ten percent (10%) of the total number of issued shares of MBGB Shares and assuming the number of MBGB Shares currently held by the Directors, the Substantial Shareholders or associates of the Directors and/or Substantial Shareholders remain unchanged and no Warrants are exercised into new MBGB Shares during the implementation of the Proposed Share Buy-Back, the proforma public shareholding spread of the Company, based on the Record of Depositors as at LPD is expected to be approximately 29.72%. The Board is mindful of the public shareholding spread requirement before marking any purchase of its own shares.

## **2.8 Rationale for the Proposed Share Buy-Back**

- (i) The Proposed Share Buy-Back will enable MBGB to have an additional option to utilise its surplus financial resources.



- (ii) In addition, the Purchased Shares may be held as treasury shares and resold on Bursa Securities with the intention of realising a potential gain without affecting the total issued and paid-up share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.
- (iii) With the mandate, the Company will also be able to stabilise the supply and demand of MBGB Shares traded on the Bursa Securities and thereby supports its fundamental value, if required.

## **2.9 Risk factors of the Proposed Share Buy-Back**

- (i) The Proposed Share Buy-Back, if implemented, may reduce the financial resources of the Group. This may result in the Group foregoing other investment opportunities that may be available in the future or any interest that may be derived from depositing such funds in interest bearing deposits.

However, the financial resources of the Group may increase if the treasury shares held are resold at prices higher than their purchase prices.

- (ii) Nevertheless, the Board will be mindful of the interests of MBGB and its shareholders in undertaking the Proposed Share Buy-Back.

## **2.10 Potential Advantages and Disadvantages of the Proposed Share Buy-Back**

### Advantages

- (i) The Proposed Share Buy-Back, if implemented, will enable the Company to stabilise the supply and demand of MBGB Shares on Bursa Securities and thereby reducing the volatility of MBGB Shares.
- (ii) The Company would have the opportunity to utilise its financial resources not immediately required for other use to purchase MBGB Shares and may has the opportunities for potential gains if the Purchased Shares which are retained as treasury shares are resold at prices higher than their purchase prices.
- (iii) The EPS of MBGB Group would be enhanced (all things being equal).

### Disadvantages

- (i) The Proposed Share Buy-Back may reduce the amount of financial resources available for distribution to the shareholders of the Company and may result in the Group having to forgo feasible investment opportunities that may emerge in the future. However, the financial resources of the Group may increase if the MBGB Shares so purchased held as treasury shares are resold at prices higher than their purchase price.
- (ii) The working capital of the Group will also be affected, as any purchase of MBGB Shares will reduce the Group cashflow depending on the actual number of shares purchased and their purchase price.

The Board will be mindful of the interests of the Company, the Group and the shareholders in implementing the Proposed Share Buy-Back.

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### 3. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Share Buy-Back are set out below:-

#### 3.1 Issued Shares

- (i) The effect of the Proposed Share Buy-Back on the total number of issued shares of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares.
- (ii) In the event that the maximum number of shares authorised under the Proposed Share Buy-Back are purchased and retained as treasury shares, there would be no effect on the share capital of MBGB. However, the rights attached to the treasury shares as to voting, dividends and participation in other distribution or otherwise would be suspended.
- (iii) The Proposed Share Buy-Back will reduce the issued share capital if the MBGB Shares so purchased are cancelled. The effect of the maximum number of shares to be bought back as permitted under the Proposed Share Buy-Back based on the issued share capital as at LPD assuming the MBGB Shares so purchased are cancelled, is illustrated below:-

##### Minimum Scenario

Assuming that no Warrants are exercised and converted into new MBGB Shares during the implementation of the Proposed Share Buy-Back, the Proposed Share Buy-Back will have no effect on the issued share capital as the MBGB Shares purchased are to be retained as treasury shares, resold or distributed to the shareholders.

|  | Minimum Scenario <sup>(1)</sup> | Maximum Scenario <sup>(2)</sup> |
|--|---------------------------------|---------------------------------|
|  | Number of Shares                | Number of Shares                |
| Total number of issued Shares as at the LPD  | 2,366,959,277                   | 2,366,959,277                   |
| Assuming full exercise of 752,758,182 outstanding Warrants                               | -                               | 752,758,182                     |
| Total number of issued Shares  | 2,366,959,277                   | 3,119,717,459                   |
| Less: Maximum number of Shares that may be purchased pursuant to Proposed Share Buy-Back | 236,695,927                     | 311,971,745                     |
| Total number of issued Shares Capital after cancellation Purchased Shares                | 2,130,263,350                   | 2,807,745,714                   |

Notes:

<sup>(1)</sup> Assuming none of the outstanding Warrants is exercised.

<sup>(2)</sup> Assuming all outstanding 752,758,182 Warrants are exercised.

- (iv) If the treasury shares are re-sold in the open market, the Proposed Share Buy-Back will have no effect on the share capital.

### **3.2 Net Assets**

- (i) The effect of the Proposed Shares Buy-Back on the net assets per share of the MBGB Group is dependent on the number of MBGB Shares which the Company will buy-back, purchase price of the MBGB Shares at the time of buy-back, the treatment of the Purchased Shares and the funding cost, if any.
- (ii) If the maximum number of MBGB Shares purchased is cancelled, the Proposed Share Buy-Back would reduce the net assets per share of the Group if the purchase price exceeds the net assets per share at the relevant point in time. Conversely, the net assets per share of the Group would increase if the purchase price is less than the net assets per share at the relevant point in time.
- (iii) If the MBGB Shares are retained as treasury shares, the net assets per share would increase/decrease depending on the purchase price of the MBGB Shares. The net assets per share of the Group would reduce if the purchase price exceeds the net assets per share and vice versa.
- (iv) If the treasury shares are resold on the Bursa Securities, the net assets per share will increase if the Company realises a gain from the resale, and vice versa. If the treasury shares are distributed to shareholders as share dividends, the net assets per share will decrease by the cost of the treasury shares.

### **3.3 Working capital**

- (i) The Proposed Share Buy-Back will result in an outflow of cash and thereby reducing the working capital of the MBGB Group, the quantum of which is dependent on the purchase prices of the MBGB Shares and the number of Purchased Shares and the funding cost, if any. Nevertheless, the Board will be mindful of the interests of MBGB and its shareholders in undertaking the Proposed Share Buy-Back and will assess the working capital needs of the MBGB Group prior to any repurchase of MBGB Shares.
- (ii) In the event the Company purchases its own shares using external borrowings, the Company will ensure that it has sufficient funds to repay the external borrowings.

### **3.4 Earnings**

- (i) The effects of the Proposed Share Buy-Back on the earnings of the Group are dependent on the purchase prices of MBGB Shares and the effective funding cost to finance such purchases and/or loss in interest income to the Group, if internally generated funds are utilised.
- (ii) For instance, the Purchased will increase the EPS of the MBGB Group if the effective funding cost and/or loss in income to the Company which is attributable to every repurchased share is lower than the EPS of the MBGB Group and vice versa.
- (iii) If the MBGB Shares so purchased are cancelled, the consolidated EPS of the Group will increase provided the income foregone and interest expense incurred on these MBGB shares is less than the consolidated EPS prior to such purchase.

### **3.5 Dividends**

- (i) Assuming the Proposed Share Buy-Back is implemented in full, the share repurchase will have the effect of increasing the dividend rate per ordinary share of MBGB as a result of a decrease in the number of shares in MBGB which are entitled to participate in the dividends.
- (ii) The Proposed Share Buy-Back may have an impact on the Company's dividend policy as it would reduce the cash available for dividend payment, which may otherwise be used for dividend payment. Nonetheless, the Purchased Shares which retained as treasury shares may be distributed as dividends to shareholders of the Company, if the Directors so decide.

### 3.6 SUBSTANTIAL SHAREHOLDERS' AND DIRECTORS' SHAREHOLDINGS

The proforma effects of the Proposed Share Buy-Back on the shareholdings of the Substantial Shareholders and Directors of the Company as at LPD assuming the Proposed Share Buy-Back is carried out in full are as follows:-

Minimum Scenario – Assuming that none of the outstanding Warrants are exercised into new MBGB Shares during the implementation of the Proposed Share Buy-Back

|                                  |                                      | Before the Proposed Share Buy-Back |       |                   | After the Proposed Share Buy-Back |       |       |
|----------------------------------|--------------------------------------|------------------------------------|-------|-------------------|-----------------------------------|-------|-------|
|                                  |                                      | Direct                             |       | (a) %             | Indirect                          |       | (b) % |
|                                  |                                      | No. of shares held                 | (a) % |                   | No. of shares held                | (b) % |       |
| LVS                              | Substantial Shareholder              | 1,302,089,926                      | 55.01 | -                 | 1,302,089,926                     | 61.12 | -     |
| Dato' Lee                        | Director and Substantial Shareholder | -                                  | -     | (c) 1,302,089,926 | -                                 | -     | 61.12 |
| LCK                              | Director                             | 93,736,800                         | 3.96  | -                 | 93,736,800                        | 4.40  | -     |
| Mohamed Akwal Bin Sultan Mohamad | Director                             | -                                  | -     | -                 | -                                 | -     | -     |
| Phang Kiew Lim                   | Director                             | -                                  | -     | -                 | -                                 | -     | -     |
| Tan Chin Hong                    | Director                             | -                                  | -     | (d) 18,333,928    | -                                 | -     | 0.86  |
| Masleena Binti Zaid              | Director                             | -                                  | -     | -                 | -                                 | -     | -     |
| Ong Lu Yuan                      | Director                             | 1,198,800                          | 0.05  | -                 | 1,198,800                         | 0.06  | -     |

Notes:

- (a) Computed based on the total number of 2,366,959,277 issued Shares as at LPD.
- (b) Computed based on the total number of 2,130,263,350 issued Shares, on the assumption that the Company repurchases the maximum ten percent (10%) of its total number of issued Shares.
- (c) Deemed interest by virtue of his interest in LV pursuant to Section 8 of the Act.
- (d) Indirect interest by virtue of his directorship and shareholding in Prestige Pavilion Sdn. Bhd. and Danhwa Holding Sdn. Bhd. and deemed interest by virtue of shares held by his sister, Ms Adeline Tan Wan Chen and his brother, Tan Chin Hao.

Maximum Scenario – Assuming that all outstanding Warrants are exercised into new MBGB Shares during the implementation of the Proposed Share Buy-Back

|                                  |                                      | Before the Proposed Share Buy-Back |       |                    |       | After the full exercise of Warrants |       |                    |       | After the Proposed Share Buy-Back |       |                    |       |
|----------------------------------|--------------------------------------|------------------------------------|-------|--------------------|-------|-------------------------------------|-------|--------------------|-------|-----------------------------------|-------|--------------------|-------|
|                                  |                                      | Direct                             |       | Indirect           |       | Direct                              |       | Indirect           |       | Direct                            |       | Indirect           |       |
|                                  |                                      | No. of shares held                 | (a) % | No. of shares held | (a) % | No. of shares held                  | (b) % | No. of shares held | (b) % | No. of shares held                | (c) % | No. of shares held | (c) % |
| LVSB                             | Substantial Shareholder              | 1,302,089,926                      | 55.01 | -                  | -     | 1,459,388,941                       | 46.78 | -                  | -     | 1,459,388,941                     | 51.98 | -                  | -     |
| Dato' Lee                        | Director and Substantial Shareholder | -                                  | -     | (d) 1,302,089,926  | 55.01 | -                                   | -     | (d) 1,459,388,941  | 46.78 | -                                 | -     | (d) 1,459,388,941  | 51.98 |
| LCK                              | Director                             | 93,736,800                         | 3.96  | -                  | -     | 140,605,631                         | 4.51  | -                  | -     | 140,605,631                       | 5.01  | -                  | -     |
| Mohamed Akwal Bin Sultan Mohamad | Director                             | -                                  | -     | -                  | -     | -                                   | -     | -                  | -     | -                                 | -     | -                  | -     |
| Phang Kiew Lim                   | Director                             | -                                  | -     | -                  | -     | -                                   | -     | -                  | -     | -                                 | -     | -                  | -     |
| Tan Chin Hong                    | Director                             | -                                  | -     | (e) 18,333,928     | 0.77  | -                                   | -     | (e) 18,333,928     | 0.59  | -                                 | -     | (e) 18,333,928     | 0.65  |
| Masleena Binti Zaid              | Director                             | -                                  | -     | -                  | -     | -                                   | -     | -                  | -     | -                                 | -     | -                  | -     |
| Ong Lu Yuan                      | Director                             | 1,198,800                          | 0.05  | -                  | -     | 1,819,242                           | 0.06  | -                  | -     | 1,819,242                         | 0.06  | -                  | -     |

Notes:

- (a) Computed based on the total number of 2,366,959,277 issued Shares as at LPD.
- (b) Computed based on the total number of 3,119,717,459 issued Shares, on the assumption that all outstanding Warrants are exercised.
- (c) Computed based on total number of 2,807,745,714 issued Shares, on the assumption that the Company repurchases the maximum ten percent (10%) of its total number of issued Shares and all outstanding Warrants are exercised.
- (d) Deemed interest by virtue of his interest in LV pursuant to Section 8 of the Act.
- (e) Indirect interest by virtue of his directorship and shareholding in Prestige Pavilion Sdn. Bhd. and Danhwa Holding Sdn. Bhd. and deemed interest by virtue of shares held by his sister, Ms Adeline Tan Wan Chen and his brother, Tan Chin Hao.

### 3.7 Implications relating to the code

In the event that the Company purchases the full amount of the MBGB Shares authorised under the Proposed Share Buy-Back and all the MBGB Shares so purchased are held as treasury shares, the equity interest of the Substantial Shareholders and their respective parties acting in concert triggering the obligation to undertake a mandatory offer under Paragraph 15(2) of the General Principle 12 of the Code and Paragraph 4.01 of Rule 4 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions, an exemption will be sought from the SC under Paragraph 4.15 of Rule 4 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions, before the purchase is made.

For illustration, if the equity interest of any one of the Substantial Shareholders and their respective parties acting in concert increases to more than 33% but less than 50% of the voting shares of MBGB and such that their shareholdings of MBGB increases in a period of six (6) months from the dates of purchase by more than 2%, the affected Substantial Shareholder and parties acting in concert would be obliged to undertake a mandatory offer for the remaining MBGB Shares not held by the said affected Substantial Shareholder and parties acting in concert.

SC may grant a waiver to undertake a mandatory offer under Practice Note 9 of the Code, subject to the affected Substantial Shareholder and parties acting in concert complying with certain conditions, if obligation is triggered as a result of any action outside its direct participation. The Substantial Shareholders of MBGB as disclosed in Section 3.6(i) herein have indicated that they intend to apply for the proposed exemption under Paragraph 4.15 of Rule 4 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions, if the obligation is expected to be triggered as a result of the Proposed Share Buy-Back. The effects of the Proposed Share Buy-Back on their shareholdings are set out in Section 3.6(i) herein.

## 4. HISTORICAL SHARE PRICES

The highest and lowest prices of MBGB Shares traded on Bursa Securities for the past twelve (12) months from October 2022 to September 2023 are as follows:

|             | HIGH<br>(RM) | LOW<br>(RM) |
|-------------|--------------|-------------|
| <b>2022</b> |              |             |
| October     | 0.115        | 0.080       |
| November    | 0.140        | 0.100       |
| December    | 0.175        | 0.135       |
| <b>2023</b> |              |             |
| January     | 0.175        | 0.110       |
| February    | 0.190        | 0.155       |
| March       | 0.185        | 0.160       |
| April       | 0.195        | 0.170       |
| May         | 0.195        | 0.165       |
| June        | 0.175        | 0.165       |
| July        | 0.175        | 0.165       |
| August      | 0.225        | 0.170       |
| September   | 0.240        | 0.185       |

(Source: Investing.com)

The last transacted price of MBGB Shares on LPD was RM0.235.

## **5. APPROVALS REQUIRED FOR PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back is subject to approval being obtained from the shareholders of the Company at the forthcoming 23rd AGM to be convened.

## **6. INTERESTS OF THE DIRECTORS AND MAJOR SHAREHOLDERS AND PERSON CONNECTED WITH THEM**

Save for the proportionate increase in the percentage of shareholdings and/or voting rights of the shareholders of the Company pursuant to the Proposed Share Buy-Back, none of the Directors and/or major shareholders and/or persons connected to them, has any interest in future, direct or indirect, in the Proposed Share Buy-Back or the subsequent resale of treasury shares, if any.

## **7. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 23rd AGM.

## **8. AGM**

The 23rd AGM of the Company, the Notice of which is set out in the Annual Report 2023, 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 Friday, 15 December 2023 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Proposed Share Buy-Back under the agenda of Special Business as set out in the Notice of the AGM. An extract of the Notice of the 23rd AGM setting out the Ordinary Resolution in respect of the Proposed Share Buy-Back is enclosed in Appendix II of this Circular/Statement.

If you are unable to attend and vote in person at the AGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy with the instructions contained therein, to 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 later than 48 hours before the time stipulated for holding the 23rd AGM or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude the shareholders of MBGB from attending and voting in person at the AGM should the shareholders of MBGB subsequently wish to do so and in such an event, your Form of Proxy shall be revoked accordingly.

## **9. FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully  
For and on behalf of the Board of  
**META BRIGHT GROUP BERHAD**

**PHANG KIEW LIM**  
Executive Director



## FURTHER INFORMATION

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular/Statement has been seen and approved by the Board of MBGB and they have collectively and individually, accept full responsibility for the accuracy of the information contained herein. The Board confirms that after having making all reasonable enquiries to the best of their knowledge and belief, there are no other facts or misleading statements or other facts, the omission of which would make any statement in this Circular/Statement misleading.

### 2. MATERIAL CONTRACTS

Save as disclosed below, as at LPD, the Board confirmed that there are no material contracts (not being contracts entered into the ordinary course of business) which have been entered into by the Group during the 2 years preceding the date of this Circular/Statement:

- (a) The deed poll dated 3 January 2022 in respect of the warrants 2022/2032 in MBGB;
- (b) The Company had on 18 March 2022 entered into a conditional share sale and purchase agreement with FBO Land (Setapak) Sdn Bhd ("**FBO Land**"), Mentiga Development & Construction Sdn Bhd and Leading Ventures Sdn. Bhd. ("**CSPA – BTR**") in respect of the acquisition of 92 commercial units comprising the ground and first floors within 46 stratified 2-storey shop/offices within Bandar Tun Razak Business Park, 26400 Bandar Tun Abdul Razak Jengka, Maran, Pahang Darul Makmur. For information, the CSPA – BTR had been completed on 8 August 2022;
- (c) FBO Land had on 6 December 2022 entered into a conditional sale and purchase agreement with Zog Engineering Sdn Bhd ("**ZOG**") in relation to the purchase of all rights, title, benefits, interests, covenants, undertakings, duties, liabilities and obligations of ZOG under the energy performance contract entered into between Kenanga Investment Bank Berhad and ZOG on 10 June 2020 ("**Acquisition of Project Rights**"). For information, the Acquisition of Project Rights had been completed on 31 March 2023;
- (d) FBO Land had on 22 February 2023 entered into a conditional sale and purchase agreement with Kinsabina Sdn Bhd (as vendor) for the acquisition of 2 parcels of land held under 2 Country Lease Title Deed Nos. 215354582 and 215354591 respectively, measuring a total of approximately 0.502 acres in the District of Penampang, Sabah (hereinafter collectively referred to as the "**CL Properties**") together with an approved development plan obtained by KSB on 13 April 2022 ("**Development Plan**") for the development of a project known as "**Penampang Industrial and Trade Hub**" on the CL Properties and NT Properties (defined herein) for a total cash consideration of RM1,004,000 ("**Proposed Acquisition**") ("**CSPA – Proposed Acquisition**"). For information, the Proposed Acquisition had been terminated on 16 May 2023;
- (e) FBO Land had on 22 February 2023 entered into a conditional sublease agreement with Goh Wah Yong @ Gerald Goh (as sublessor) to sublease the 3 parcels of land held under Native Title Nos. 213091028, 213066865 and 213217157 respectively, measuring a total area of approximately 9.148 acres in the District of Penampang, Sabah (hereinafter collectively referred to as the "**NT Properties**") (together with the full rights, interest and benefits of the Development Plan) for a total cash consideration of RM18,276,000, for a period of 30 years ("**Sublease Agreement**") ("**Proposed Sublease**"). For information, the Proposed Sublease had been terminated on 16 May 2023;
- (f) Eastern Biscuit Factory Sdn Bhd ("**EBF**"), a wholly owned subsidiary of the Company had on 22 March 2023 entered into a sale and purchase agreement with Explicit Vantage Sdn Bhd ("**EVS**") to purchase all the 1 plot of vacant land erected onto 1 piece of 66 years malay reserve leasehold land expiring on 1 March 2075 known as HSD 7868, PT300 Seksyen 21, Bandar Kota



Bharu, Tempat of Jajahan Kota Bharu, State of Kelantan measuring approximately 5766.975 square metres at a total purchase consideration of RM500,000.00 ("**SPA - EVSB**"). For information, the SPA - EVSB had been completed on 22 March 2023;

- (g) The Company had on 30 May 2023 entered into a memorandum of understanding with Koperasi Kakitangan Istana Pahang Berhad ("**KKIPB**") to explore the collaboration as joint venture partners to undertake the installation and operation of GCPV system on the rooftop of mosque's within the state of Pahang through the implementation of the Supply Agreement with Renewable Energy Scheme along with the Net Metering Scheme as endorsed by the Sustainable Energy Development Authority of Malaysia. The Company and KKIPB further intend to explore the potential collaboration in respect of undertaking energy efficiency projects for any identified buildings under the energy performance contract scheme ("**MOU**"). For information, the MOU is currently valid and subsisting. For information, the MOU is currently valid and subsisting;
- (h) FBO Land had on 14 August 2023 entered into a Heads of Agreement ("**HOA**") with G.E. Mining Sdn Bhd ("**GE Mining**") to appoint FBO Land to design, develop, supply, install, test, commission, operate and maintain a Grid-Connected Photovoltaic (GCPV) System of no less than 2 MW on the site legally or beneficially owned by GE Mining to be determined by the parties. Further to the HOA, FBO Land had on 18 September 2023 issued a conditional letter of offer ("**CLO**") to GE Mining, which was accepted by GE Mining on 20 September 2023. According to the CLO, FBO Land is to develop, design, finance, install, construct, commission, operate and maintain the solar photovoltaic generating plant(s) at GE Mining's site as set out in the CLO ("**CLO Site**") at FBO Land's own cost, and also to supply, where GE Mining is to purchase all the renewable electricity generated by the plants at the CLO Site in accordance with the terms of engagement of the CLO and such other documentation and/or agreements to be entered into. For information, the HOA is currently valid and subsisting;
- (i) The Company had on 15 August 2023 entered into a strategic alliance agreement ("**Strategic Alliance Agreement**") with Prominent Synergy Sdn. Bhd. ("**PSSB**") to formalise their collaboration on mutually beneficial projects and initiatives within their respective areas of expertise, capabilities and resources. FBO Land and PSSB also intend to collaborate and form a strategic alliance to leverage on each other's expertise, capabilities and resources for the mutual benefit and growth of their respective businesses, encompassing the following area namely technical partnership, joint business opportunities, and sharing of information necessary for the successful implementation of the strategic alliance. For information, the Strategic Alliance Agreement is currently valid and subsisting; and
- (j) The Company had on 26 September 2023 entered into a partnership agreement ("**Partnership Agreement**") with Sameiden Sdn. Bhd. ("**Samaiden**"), a wholly-owned subsidiary of Samaiden Group Berhad for the following objectives:
  - (i) to formalise and standardize the relationship between the Company and Samaiden on a non-exclusive basis in order to provide consistency in the relationship and a focal point, for the preparation and administration of collaboration and cooperation;
  - (ii) to develop and maintain a strategic relationship between the Company and Samaiden to pursue business opportunities in the clean energy sector; and
  - (iii) to explore the possibilities of cooperation on the basis of mutual interest and benefit.

For information, the Partnership Agreement is currently valid and subsisting.

### **3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

As at LPD, the MBGB Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the MBGB Group and the Directors are not aware of any proceedings, pending or threatened or business against the MBGB Group or of any facts which is likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the MBGB Group.

### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan during ordinary business hours from Mondays to Fridays (except public holidays) from the date of this Circular/Statement up to and including the date of the forthcoming 23rd AGM:-

- (i) Constitution of MBGB;
- (ii) Audited consolidated financial statements of MBGB Group for the last two (2) financial years ended 30 June 2022 and 30 June 2023 (The latest unaudited quarterly results for the financial period ended 30 September 2023 is not available yet as at 31 October 2023); and
- (iii) Material contacts referred to in paragraph 2 above.

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**EXTRACT OF THE NOTICE OF 23RD AGM****AS SPECIAL BUSINESS****Ordinary Resolution 6****PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING 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 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 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 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")**

**THAT**, subject to the 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 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 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.

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