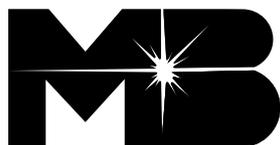


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) takes no responsibility for the contents of this Circular, 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.

You should rely on your own evaluation to assess the merits and risks of the Proposed ESS (as defined herein).



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)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- (I) **PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARES SCHEME (“ESS” OR “SCHEME”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN META BRIGHT GROUP BERHAD (“MBGB”) (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME, FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF MBGB AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED ESS”); AND**
- (II) **PROPOSED ALLOCATION OF AWARDS TO THE ELIGIBLE DIRECTORS AND/OR PERSONS CONNECTED WITH THEM PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATIONS”)**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



Building Wealth Together

MALACCA SECURITIES SDN. BHD.

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

The Extraordinary General Meeting (“**EGM**”) of MBGB 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 Tuesday, 23 May 2023 at 10.00 a.m., or at any adjournment thereof. The Notice of EGM together with the Form of Proxy are enclosed herewith in this Circular.

A member entitled to attend, speak and vote at the EGM 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 office of the Share Registrar 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 Darul Ehsan, Malaysia, not less than 48 hours before the time set for holding the EGM, 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 EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Sunday, 21 May 2023 at 10.00 a.m.
Date and time of the EGM : Tuesday, 23 May 2023 at 10.00 a.m. or at any adjournment thereof

This Circular is dated 28 April 2023

DEFINITIONS

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

Act	:	Companies Act, 2016 of Malaysia, as amended from time to time including any re-enactment thereof
Announcement	:	The announcement dated 3 April 2023 in relation to the Proposed ESS
Awards	:	Shares Grant and/or ESS Options to be granted to the Selected Persons
Board	:	Board of Directors of MBGB
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. (Registration No.: 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
By-Laws	:	The by-laws governing the Proposed ESS, the draft of which is set out in Appendix I of this Circular
Circular	:	This circular dated 28 April 2023 in relation to the Proposed ESS
CMSA	:	Capital Markets and Services Act, 2007, as amended from time to time including any re-enactment thereof
Date of Offer	:	The date on which the Offer is made by the ESS Committee in writing
Director(s)	:	A natural person who holds a directorship in a company, whether in an executive or non-executive capacity, and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
Effective Date	:	The date on which the Proposed ESS becomes effective in accordance with the By-Laws
EGM	:	Extraordinary General Meeting
Eligible Person(s)	:	Eligible Directors (including non-executive Directors but shall not include alternate and/or substitute Directors) and/or eligible employees of MBGB Group (excluding dormant subsidiaries), who meet the criteria of eligibility for participation in the Proposed ESS as set out in the By-Laws
EPS	:	Earnings per share
ESS or Scheme	:	Employees' shares scheme
ESS Committee	:	The committee comprising Director(s) and/or senior management of the Group to be approved by the Board to implement and administer the Proposed ESS in accordance with the By-Laws
ESS Options	:	The right granted to the Participant to exercise and receive a number of MBGB Shares at an exercise price, subject to the terms and conditions of the By-Laws
Exercise Price	:	The exercise price of the ESS Options
FBO Land	:	FBO Land (Setapak) Sdn Bhd (Registration No.: 198401007204 (119720-H), a wholly-owned subsidiary of the Company

DEFINITIONS (CONT'D)

Interested Director	:	A Director of the Company who is interested in his allocation and/or is deemed interested in the allocation of Awards to a person(s) connected with him pursuant to the Proposed ESS
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	31 March 2023, being the latest practicable date prior to the printing of this Circular
Main Market	:	Main Market of Bursa Securities
Malacca Securities or the Principal Adviser	:	Malacca Securities Sdn. Bhd. (Registration No.: 197301002760 (16121-H))
Maximum Awards	:	The maximum number of Awards to be allotted and issued under the Proposed ESS shall not exceed 15% of the Company's total number of issued Shares (excluding treasury shares, if any) at any point in time during the duration of the Scheme
MBGB or the Company	:	Meta Bright Group Berhad (formerly known as Eastland Equity Bhd.) (Registration No.: 200001013359 (515965-A))
MBGB Group or the Group	:	Collectively, MBGB and its subsidiaries
MBGB Share(s) or the Share(s)	:	Ordinary share(s) in MBGB
MFRS 2	:	Malaysian Financial Reporting Standards 2
NA	:	Net assets
Offer	:	An offer made in writing to the Selected Persons in relation to the Proposed ESS
Participants	:	Eligible Persons who have accepted the Offer in relation to the Proposed ESS
Proposed Allocations	:	Proposed specific allocation of Awards to the selected Directors and/or persons connected with them as disclosed in Section 2.15 of this Circular
Proposed ESS	:	Proposed establishment of an employees' shares scheme which entails the issuance of up to 15% of the total number of issued shares in MBGB (excluding treasury shares, if any) at any point in time during the tenure of the Scheme for eligible Directors and employees of MBGB Group (excluding dormant subsidiaries)
Record of Depositors	:	A record of depositors established by Bursa Depository under the rules of Bursa Depository, as amended from time to time
RM and sen	:	Ringgit Malaysia and sen, respectively
Selected Persons	:	Eligible Persons to whom an Offer has been made under the Proposed ESS
Shares Grant	:	The rights granted to the Participants to have a number of Shares vested in the Participants on the vesting date(s) specified in the Offer, subject to the terms and conditions in the By-Laws and the Offer

DEFINITIONS (CONT'D)

- Shares Issuance** : Shares issuance of 389,469,246 Shares, at an issue price of RM0.1125 per Share which raised a total proceed of RM43.8 million which was completed on 9 February 2023
- VWAP** : Volume weighted average market price
- Warrants** : The warrants 2022/2032 in the Company which were issued pursuant to the Rights Issue with Warrants. The Warrants which have an exercise price of RM0.085 each will be expiring on 13 February 2032. As at LPD, the Company has 782,901,982 outstanding warrants 2022/2032

In this Circular, any reference to “we”, “us”, “our” and “ourselves” are to the Company, and where the context otherwise requires, our subsidiaries. All references to “you” are to the shareholders of the Company.

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

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time or date in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposed ESS. You are advised to read this Circular in its entirety for further details and not to rely solely on this Executive Summary in arriving at a decision on the Proposed ESS before voting at the forthcoming EGM.

<u>Key information</u>	<u>Description</u>
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Details of the Proposed ESS (Section 2 of this Circular)	The Proposed ESS entails the granting to selected eligible Directors (including non-executive Directors but shall not include alternate and/or substitute Directors) and/or eligible employees of MBGB Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation in the Proposed ESS as set out in the By-Laws (" Eligible Person(s) "), the following Awards:-
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- (i) the right of the Participants, to receive new and/or existing MBGB Shares via Shares Grant at specified dates; and/or
- (ii) ESS Options which entitle the Participants the right to subscribe for and/or receive new and/or existing MBGB Shares, at specified dates at pre-determined prices,

provided that prior to such specified future date of vesting or exercise of the Awards, as the case may be, the relevant service condition(s) of the Selected Persons and/or the relevant condition(s) as may be stipulated by the ESS Committee in the Offer to the Selected Persons, are duly fulfilled unless the ESS Committee otherwise determines.

Utilisation of proceeds (Section 3 of this Circular)	MBGB intends to utilise such proceeds arising from the exercise of the ESS Options, if any, as working capital for MBGB Group over a period of 24 months from the date of receipt of such proceeds. The proceeds raised from the exercise of the ESS Options will be utilised to finance the Group's working capital, including but not limited to payment of staff salaries, payment of trade creditors as well as defrayment of operational and administrative expenses, such as office maintenance, utilities, rental and other office operating expenses.
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Rationale of the Proposed ESS (Section 4 of this Circular)	The Proposed ESS is intended to:- <ul style="list-style-type: none">(i) reward Eligible Persons for their contribution towards MBGB Group;(ii) create a sense of loyalty and ownership amongst the employees, by giving the employees an opportunity to participate in the equity of the Company;(iii) increase the level of commitment and dedication of the Eligible Persons by rewarding them with an equity stake in the Company; and(iv) provide incentive for the Eligible Persons to participate more actively in the operations of the Group and encourage them to contribute to the future growth of the Group.
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The Proposed ESS is also extended to include the non-executive Directors of MBGB Group in recognition of their contributions towards the growth and performance of MBGB Group. Their participation in the equity of the Company is expected to enhance their level of commitment and contribution as well as to enable the Company to attract and retain capable individuals to act as non-executive Directors of the Company, who will assist in the overall strategic decisions and directions of the Group.

EXECUTIVE SUMMARY (CONT'D)

Key information	Description
Approvals required and conditionality (Section 8 of this Circular)	<p>The Proposed ESS is subject to the approvals being obtained from the following:-</p> <ul style="list-style-type: none">(i) Bursa Securities for the listing and quotation of up to 15% of the total number of issued Shares, to be issued and allotted under the Proposed ESS; and(ii) The approvals of the shareholders of the Company for the Proposed ESS at the forthcoming EGM. For information, in accordance with Section 85 of the Act and Clause 59 of the Company's constitution, shareholders of the Company have pre-emptive rights to be offered the new MBGB Shares to be issued pursuant to the Proposed ESS. In the event the resolution(s) for the Proposed ESS are approved by shareholders of the Company at the forthcoming EGM, shareholders will be waiving their pre-emptive rights under Section 85 of the Act and Clause 59 of the Constitution of the Company.
Interests of Directors, major shareholders, chief executive and/or persons connected (Section 9 of this Circular)	<p>None of the Directors, chief executive and major shareholders and/or persons connected with them are interested in the Proposed ESS.</p> <p>The Directors of the Company are only deemed interested in respect of their respective allocation, as well as allocations to persons connected with them, if any, under the Proposed ESS.</p>
Directors' statement and recommendation (Section 10 of this Circular)	<p>The Board (save for the Interested Directors in respect of their respective Proposed Allocation), having considered all aspects of the Proposed ESS including but not limited to the rationale and financial effects of the Proposed ESS, is of the opinion that the Proposed ESS and Proposed Allocations are in the best interest of MBGB Group. The Interested Directors have abstained from expressing an opinion in respect of their respective allocations, as well as allocations to persons connected with them, if any, under the Proposed ESS.</p> <p>Accordingly, the Board (save for the Interested Directors in respect of their respective Proposed Allocation) recommends that MBGB shareholders vote in favour of the resolutions pertaining to the Proposed ESS and Proposed Allocations to be tabled at the forthcoming EGM.</p>



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

28 April 2023

Board of Directors:

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

To: The MBGB Shareholders

Dear Sir/Madam,

PROPOSED ESS

1. INTRODUCTION

On 3 April 2023, Malacca Securities had on behalf of the Board, announced that the Company proposes to establish an employees' shares scheme of up to 15% of the total number of issued MBGB Shares (excluding treasury shares, if any) at any point in time during the tenure of the Scheme for eligible Directors and employees of MBGB Group (excluding dormant subsidiaries, if any).

On 17 April 2023, Malacca Securities had on behalf of the Board, announced that Bursa Securities had vide its letter dated 17 April 2023, approved the listing and quotation of up to 15% of the total number of issued Shares, to be issued and allotted pursuant to the Proposed ESS on the Main Market of Bursa Securities subject to, the conditions as set out in Section 8 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS WITH THE RELEVANT INFORMATION ON THE PROPOSED ESS AND TO SEEK THE SHAREHOLDERS' APPROVAL FOR THE RESOLUTIONS IN RELATION TO THE PROPOSED ESS AND PROPOSED ALLOCATIONS TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM. THE NOTICE OF THE EGM AND THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED ESS AND PROPOSED ALLOCATIONS TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM.

2. PROPOSED ESS

The Proposed ESS entails the granting to selected eligible Directors (including non-executive Directors but shall not include alternate and/or substitute Directors) and/or eligible employees of MBGB Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation in the Proposed ESS as set out in the By-Laws ("**Eligible Person(s)**"), the following Awards:-

- (i) the right of the Participants, to receive new and/or existing MBGB Shares via Shares Grant at specified dates; and/or
- (ii) ESS Options which entitle the Participants the right to subscribe for and/or receive new and/or existing MBGB Shares, at specified dates at pre-determined prices,

provided that prior to such specified future date of vesting or exercise of the Awards, as the case may be, the relevant service condition(s) of the Selected Persons and/or the relevant condition(s) as may be stipulated by the ESS Committee in the Offer to the Selected Persons, are duly fulfilled unless the ESS Committee otherwise determines.

The Proposed ESS shall be administered by the ESS Committee.

2.1 Size of the Proposed ESS

The aggregate number of MBGB Shares comprised in the Awards, which may be made available under the Proposed ESS shall not at any point in time, in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares, if any) during the duration of the Proposed ESS.

In the event the Company purchases or cancels its own shares or undertakes any other corporate proposal resulting in the number of MBGB Shares to be issued under the Proposed ESS to exceed 15% of the total number of issued shares of MBGB (excluding treasury shares, if any), no further Awards can be offered until the number of MBGB Shares to be issued under the Proposed ESS falls below the 15% threshold.

2.2 Eligibility

Subject to the determination and sole discretion of the ESS Committee, only Eligible Persons who meet the following conditions as at the Date of Offer, are eligible to participate in the Proposed ESS:-

- (i) the Director or employee shall have attained the age of 18 years on the Date of Offer and shall neither be an undischarged bankrupt nor subject to any bankruptcy proceedings;
- (ii) if he/she is an executive Director or employee, he/she must have been employed by the Group (excluding dormant subsidiaries) and his/her employment as an Eligible Person must have been confirmed on the Date of Offer, employed on a full-time basis and has not served a notice to resign nor received a notice of termination;
- (iii) if he/she is a non-executive Director, he/she must have been appointed and remain appointed as a Director of the Group (excluding dormant subsidiaries), as at the Date of Offer;

- (iv) if the Director or employee is employed by a company which is acquired by the Group during the duration of the Scheme and becomes a subsidiary upon such acquisition, the said Director or employee must become an Eligible Person within the meaning of the By-Laws following the date that such company becomes or is deemed to be a subsidiary of the Group; and
- (v) they must fulfil such other eligibility criteria as may be determined by the ESS Committee from time to time at its absolute discretion.

The eligibility for consideration under the Proposed ESS does not confer an Eligible Person a right to participate in the Proposed ESS unless the ESS Committee has made the Offer to the Eligible Person and the Eligible Person has accepted the Offer in accordance with the terms of the By-Laws.

The Group is of the view that granting of the Awards to the independent non-executive Directors will not affect the independent non-executive Directors in exercising their independent judgement as the independent non-executive Directors are prohibited from selling, transferring or assigning his/her Shares obtained through the vested Shares Grant and/or exercise of ESS Options within 1 year from the Date of Offer in accordance with Paragraph 8.20 of the Listing Requirements. The Group will also ensure the number of Awards to be granted to the independent non-executive Directors will not affect their independent judgement and the independent non-executive Directors will be required to abstain from deliberating on any allocation of Awards to themselves.

In accordance with the Listing Requirements, the allotment of Awards to any of the Directors, chief executive officer, employee who is a major shareholder and/or persons connected with them pursuant to the Proposed ESS must be approved by the shareholders of MBGB in a general meeting.

2.3 Basis of allocation and maximum allowable allotment

The allocation of Awards to an Eligible Person shall be determined entirely at the discretion of the ESS Committee and subject to the provisions set out in the By-Laws after taking into consideration, amongst others, the position, performance, ranking, length of service and his/her potential contribution to MBGB Group and any other factors deemed appropriate by the ESS Committee.

Notwithstanding the foregoing, subject to any adjustments which may be made in accordance with the By-Laws, the aggregate number of Awards that may be allocated to an Eligible Person shall be subject to the following:-

- (i) the Directors (including non-executive Directors but shall not include alternate and/or substitute Directors) and senior management do not participate in the deliberation and discussion of their own allocation and/or allocation to persons connected with them;
- (ii) not more than 80% of the total number of MBGB Shares comprised in the Awards, to be issued under the Proposed ESS shall be allocated to the Directors and/or senior management of MBGB Group (excluding dormant subsidiaries); and
- (iii) not more than 10% of the total number of MBGB Shares comprised in the Awards, to be issued under the Proposed ESS shall be allocated to any Selected Persons who, either singly or collectively through persons connected with them, hold 20% or more of the total number of issued shares of MBGB (excluding treasury shares, if any),

provided always that it is in accordance with the Listing Requirements or any prevailing requirements/guidelines issued by Bursa Securities, or any other requirements of relevant authorities as amended from time to time.

The ESS Committee shall at its absolute discretion decide in relation to an Offer, amongst others, the Date of Offer, forms of Awards (whether in Shares Grant and/or ESS Options), whether the Awards will be staggered, performance targets, performance period(s), service period(s), the vesting period(s), vesting date(s), release schedule(s), retention period(s) and the extent to which the MBGB Shares which are the subject of the Award shall be released on the performance targets being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the vesting period(s).

As at LPD, it has yet to be determined if the granting of Awards will be in 1 single tranche or on a staggered basis and/or the maximum allocation to be made for each financial year should the Awards be granted on a staggered basis and the forms of Awards to each group of recipients. As at LPD, it has also yet to be determined the overall percentage of Awards to be allocated in the form of Shares Grant and/or ESS Options, neither has it been determined the actual percentage and form of Awards to be allocated to specific Directors and/or senior management.

The ESS Committee may stipulate the terms or conditions (which may include performance targets) if any, for the vesting of an Award to a Participant at the material point in time. The specific criteria/ formula in determining the basis and quantum of allocation to employees will depend on amongst others, the overall objectives/strategy of MBGB Group at the material time, which will in turn affect the vesting criteria of the Awards of the specific employees. The Company will rely on the ESS Committee to evaluate the respective allocations to all employees (including Directors) prior to deciding on the actual allocation and form of any Awards. The Company takes cognisance that the granting of Shares Grant to Selected Persons, whilst at no cost to Selected Persons, will result in a higher charge to MBGB Group's profit and loss account. Therefore, in determining the basis and quantum of allocation and the form of the Awards, the ESS Committee will also take into consideration, amongst others, the financial performance of MBGB Group, the working capital requirements of the MBGB Group, the number and position of the Selected Persons, retention periods, prevailing market conditions and impact on the financial performance of the MBGB Group.

2.4 Duration of the Proposed ESS

The Scheme, when implemented, shall be in force for a period of 5 years from the Effective Date of the implementation of the Scheme and may be extended for further period immediately from the expiry of the original 5 years period, at the absolute discretion of the Board, whether or not upon the recommendation of the ESS Committee, provided always that the initial Scheme period stipulated above and such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years or such other period as may be prescribed by Bursa Securities or any other relevant authorities from the Effective Date ("**Date of Expiry**").

Any extended Scheme shall be implemented in accordance with the terms of the By-Laws, subject however to any revisions and/or changes to the relevant statutes, laws and/or regulations then in force. In the event that the Proposed ESS is extended, MBGB shall make the necessary announcements to Bursa Securities prior to the proposed extension of the ESS. For avoidance of doubt, unless otherwise required by the relevant authorities, no further sanction, approval, consent or authorisation of the shareholders of MBGB in a general meeting is required for any such extension. In the event the Scheme is extended, the Company shall serve appropriate notices on each Participant within 30 days prior to the Date of Expiry.

On the Date of Expiry, any Offer which have yet to be accepted by the Selected Person and/or any Awards which has yet to be released or vested (whether fully or partially) shall be deemed cancelled and be null and void.

2.5 Retention period

The Shares issued and/or transferred arising from the Shares Grant and/or exercise of the ESS Options under the Proposed ESS, to a Participant (save for an eligible Director who is a non-executive Director), will not be subjected to any retention period or restriction on transfer, unless otherwise as stated in the Award(s), as determined by the ESS Committee from time to time. Notwithstanding the foregoing, the ESS Committee shall be entitled to prescribe or impose, in relation to any Offer, any condition relating to any retention period or restriction on transfer as it deems fit.

Notwithstanding the above, pursuant to Paragraph 8.20 of the Listing Requirements, a Participant who is a non-executive Director of any company within the Group (excluding dormant subsidiaries) must not sell, transfer or assign his/her Shares obtained through the Shares Grants and/or exercise of the ESS Options offered to him/her pursuant to the Proposed ESS within 1 year from the Date of Offer of such Awards or such period as may be prescribed by Bursa Securities.

2.6 Exercise price of ESS Options

Subject to any adjustment made in accordance with the By-Laws and pursuant to the Listing Requirements, the Exercise Price of the ESS Options shall be based on the price to be determined by the Board upon recommendation of the ESS Committee based on the 5-day VWAP immediately preceding the Date of Offer, with a discount of not more than 10% or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time during the duration of the Scheme.

For avoidance of doubt, the Shares Grant will be granted at no cost to the Participants.

2.7 Acceptance of the Offer

The Offer may only be accepted by the Participant during the Offer period in such form and manner as may be prescribed in the Offer and shall be accompanied by a non-refundable sum of RM1.00 only payable to the Company. The date of receipt by the ESS Committee of such form together with the money shall be the date of acceptance of the Offer by the Selected Person, provided that the Proposed ESS is not terminated pursuant to the By-Laws.

In the event that the Selected Person fails to accept the Offer in the manner prescribed within the Offer period, the Offer shall automatically lapse and shall then be null and void. The ESS Committee shall not be precluded from making a fresh Offer, on such terms as the ESS Committee may so decide, to the Selected Person subsequently.

2.8 Ranking of the MBGB Shares pursuant to the Proposed ESS

The MBGB Shares to be allotted and issued and/or transferred from treasury shares (as the case may be) upon the vesting of the Shares Grant and/or upon the exercise of the ESS Options pursuant to the Awards, shall upon allotment and issuance and/or transfer from treasury shares (as the case may be), carry the same rights with existing MBGB Shares, save and except that the MBGB Shares so issued and/or transferred will not be entitled for any dividends, rights, allotments and/or other distribution declared, made or paid to shareholders of MBGB, the entitlement date of which is prior to the date of allotment or transfer of the MBGB Shares.

2.9 Listing and quotation of the new MBGB Shares to be issued pursuant to the Proposed ESS

Bursa Securities had vide its letter dated 17 April 2023 approved the listing and quotation of up to 15% of the total number of issued Shares, to be issued and allotted pursuant to the Proposed ESS on the Main Market of Bursa Securities subject to, the conditions as set out in Section 8 of this Circular.

2.10 ESS Committee

The Proposed ESS will be implemented and administered by an ESS Committee, which will have sole and absolute discretion in administering the Proposed ESS subject to the terms of reference which the Board may establish to regulate and govern the ESS Committee's functions and responsibilities under the By-Laws. The ESS Committee shall have the absolute discretion in determining whether the Awards will be granted in 1 single tranche or on a staggered basis over the duration of the Proposed ESS.

The ESS Committee shall comprise persons from the Board and/or senior management of the MBGB Group and shall ensure that the respective members of ESS Committee do not participate in the deliberation or discussion of their own allocation and/or allocation to persons connected with them. A Selected Person who is a member of the ESS Committee shall abstain from deliberations in respect of any Awards granted or to be granted to him/her and/or persons connected with them.

In implementing the Proposed ESS, the ESS Committee may in its absolute discretion decide that the Awards be satisfied by any of the following methods:-

- (i) issuance of new MBGB Shares;
- (ii) acquisition of existing MBGB Shares from the open market;
- (iii) transferring MBGB treasury shares;
- (iv) payment by cash; or
- (v) any combination of the above.

To facilitate the implementation of the Proposed ESS, the Company may make the necessary arrangements, including appointing a trustee, to acquire treasury shares or other existing Shares or to subscribe for new shares, for the purpose of the Proposed ESS ("**Trustee**") under a trust to be established ("**Trust**"). The Trustee shall administer the Trust in accordance with a deed of trust to be executed between the Trustee and the Company.

In considering the settlement of the Awards, the ESS Committee will take into consideration, amongst others, factors such as the prevailing market price of MBGB Shares, funding considerations and dilutive effects on MBGB's capital base.

2.11 Alteration of capital

In the event of alteration in the capital structure of MBGB during the Scheme period (whether by way of capitalisation of profit or reserves, rights issues, reduction, subdivision or consolidation of capital or otherwise but excluding any cancellation of capital which is lost or unrepresented by available assets), the Board, in accordance to the By-Laws, shall have the discretion, whether to make adjustments to the:-

- (i) the exercise price of the ESS Options; and/or
- (ii) number of MBGB Shares comprised in the Awards.

Any adjustment will be made in accordance with the provisions of the By-Laws.

2.12 Amendment, variation and/or modification to the Proposed ESS

Subject to the By-Laws and in compliance with the Listing Requirements and the approvals of any other authorities (if required), the ESS Committee may at any time and from time to time recommend to the Board any modification, variation and/or amendment of the By-Laws as it shall at its discretion deems fit and the Board shall have the power at any time and from time to time by resolution to make any modification, variation and/or amendment of the By-Laws upon such recommendation and subject to the Company submitting the amended By-Laws and a letter of compliance to Bursa Securities (within 5 market days after the effective date of the modification, variation and/or amendment of the By-Laws or such other period as may be prescribed by Bursa Securities or any other relevant authorities) each time any modification, variation and/or amendment is made, stating that the said modification, variation and/or amendment is in compliance with the provisions of the Listing Requirements pertaining to the Proposed ESS and the Rules of Bursa Malaysia Depository Sdn Bhd.

The approval of the shareholders of the Company in a general meeting shall not be required in respect of modification, variation and/or amendment of the By-Laws provided that no modification, variation and/or amendment made to the By-Laws which would:-

- (i) materially prejudice any rights which would have accrued to any Participants without the prior consent or sanction of the affected Participants;
- (ii) increase the number of Shares available under the Proposed ESS beyond the Maximum Awards;
- (iii) prejudice any rights of the shareholders of the Company; and
- (iv) alter to the advantage of any Participant or group of Participants or all the Participants in respect of any matters which are required to be contained in the By-Laws unless allowed by the provisions of the Listing Requirements.

2.13 Fees, costs and expenses

All fees, costs and expenses incurred in relation to the Proposed ESS including but not limited to the costs and expenses (including stamp duty, if any) relating to the allotment and issuance and/or transfer of the Shares and/or MBGB Share(s) pursuant to the Shares Grant and/or upon the exercise of any ESS Option(s) (excluding the Exercise Price of such ESS Option(s)), shall be borne by the Company.

However, each Participant will be solely responsible for any taxes (including income tax) which may be levied on the Participant arising out of or as a result of such allotment and issuance and/or transfer of MBGB Shares.

2.14 Termination of the Proposed ESS

Notwithstanding anything set out in the By-Laws and subject always to compliance with the Listing Requirements and any other relevant rules or requirements, the Proposed ESS may be terminated by the Board upon consultation with the ESS Committee, at any time before its expiry without obtaining the approvals or consents from the Participants or its shareholders provided that the Company makes an announcement immediately to Bursa Securities. In the event of such termination:-

- (i) no further Offers shall be made by the ESS Committee from the termination date;
- (ii) all Offers which have yet to be accepted by Selected Persons shall automatically lapse on the termination date;
- (iii) all outstanding ESS Options which have yet to be exercised by the Participants shall automatically lapse on the termination date; and
- (iv) all unvested Awards will cease to be capable of being vested in the relevant Participants.

2.15 Proposed Allocations

Subject to the provisions of the By-Laws, MBGB proposes to seek its shareholders' approval at the forthcoming EGM for the Proposed Allocations of Awards to the following Directors and/or person connected with them:-

<u>Name</u>	<u>Designation</u>	<u>Proposed Allocations</u>
Mohamed Akwal Bin Sultan Mohamad	Chairman and Independent Non-Executive Director	Not more than 1% of the total Awards to be granted
Lee Chee Kiang	Managing Director	Not more than 20% of the total Awards to be granted
Dato' Lee Wai Mun, DIMP., JP.	Executive Director / indirect major shareholder (via Leading Ventures Sdn Bhd)	Not more than 10% of the total Awards to be granted
Tan Chin Hong	Executive Director	Not more than 10% of the total Awards to be granted
Phang Kiew Lim	Executive Director	Not more than 20% of the total Awards to be granted
Masleena Binti Zaid	Independent Non-Executive Director	Not more than 1% of the total Awards to be granted
Ong Lu Yuan	Independent Non-Executive Director	Not more than 1% of the total Awards to be granted
Tan Chin Hao	Director of a subsidiary of MBGB and person connected with Tan Chin Hong by virtue of him being the brother of Tan Chin Hong	Not more than 2% of the total Awards to be granted

Details of the interests of the abovementioned Eligible Persons are set out under Section 9 of this Circular.

3. UTILISATION OF PROCEEDS

The Company will not receive any proceeds from the granting of Awards under the Proposed ESS and subsequent allotment and listing of the MBGB Shares pursuant to the Shares Grant.

The Company will not receive any proceeds from the ESS Options until such time the ESS Options are exercised by the Participant. The actual proceeds to be received from the ESS Options will be dependent on amongst others, the number of ESS Options exercised at the relevant point in time and the exercise price.

MBGB intends to utilise such proceeds arising from the exercise of the ESS Options, if any, as working capital for MBGB Group over a period of 24 months from the date of receipt of such proceeds. The proceeds raised from the exercise of the ESS Options will be utilised to finance the Group's working capital, including but not limited to payment of staff salaries, payment of trade creditors as well as defrayment of operational and administrative expenses, such as office maintenance, utilities, rental and other office operating expenses. The actual funding breakdown cannot be determined at this juncture as it will depend on, amongst others, the actual proceeds to be raised from the exercise of ESS Options as well as the working capital requirements of the Group at the relevant time.

Pending the utilisation of proceeds from the exercise of the ESS Options, the proceeds shall be placed in a profit-bearing bank account, as deposits with licensed financial institution(s) and/or in short-term money market instruments, as the Board deems fit. The Group proposes to utilise such interest/profits arising from the deposits/financial instruments as working capital for MBGB Group as stated above, within 24 months from the date proceeds are received.

3.1 Fund raising exercises undertaken in the past 12 months

On 9 February 2023, the Company completed the Shares Issuance of 389,469,246 Shares, at an issue price of RM0.1125 per Share which raised total proceeds of RM43.8 million.

As at LPD, the status of the utilisation of the proceeds raised from the Shares Issuance is as follows:-

Details of utilisation	Proposed utilisation of proceeds RM'000	Actual utilisation up to LPD RM'000	Balance to be utilised RM'000
Business development for its renewable energy and energy efficiency related businesses	18,600	1,955 ^(a)	16,645
Refurbishment of The Grand Renai Hotel	10,000	-	10,000
Other business opportunities	10,000	-	10,000
General working capital	4,815	1,057 ^(b)	3,758
Expenses for the Shares Issuance	400	366	34
Total proceeds	43,815	3,378	40,437

Notes:-

- (a) The Board had on 6 December 2022 announced that FBO Land had entered into a conditional sale and purchase agreement with Zog Engineering Sdn. Bhd. ("**ZOG**") (as vendor) ("**CSPA**") to acquire all rights, title, benefits, interests, covenants, undertakings, duties, liabilities and obligations of ZOG under an energy performance contract, which are to be transferred to and/or assumed by FBO Land pursuant to the CSPA, for a total cash consideration of RM2.3 million ("**Proposed Acquisition of Project Rights**").

The Proposed Acquisition of Project Rights entails the acquisition of the project rights attributable to an energy performance contract entered into between Kenanga Investment Bank Berhad ("**KIBB**") and ZOG dated 10 June 2020 ("**Energy Performance Contract**") whereby KIBB appointed ZOG and ZOG agreed to supply and install an upgraded air conditioning system ("**Equipment**") and to provide monitoring services for the purpose of achieving energy cost reductions within Kenanga Tower, 237 Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia, subject to the terms and conditions therein contained. The Equipment had been installed and commissioned in September 2021.

The conditions precedent as set out in the CSPA have been fulfilled on 31 March 2023 and the Company had on even date paid the balance purchase consideration of RM2.0 million to ZOG. Accordingly, the Proposed Acquisition of Project Rights has been completed on even date.

Kindly refer to the Company's announcements dated 6 December 2022, 8 March 2023 and 31 March 2023 for further details in relation to the Proposed Acquisition of Project Rights.

(b) The proceeds allocated for general working capital had been utilised as follows:

	<u>RM'000</u>
Office related expenses such as office rental, travelling expenses, utilities, maintenance of property, plant and equipment, printing, stationery, postages, staff amenities, website maintenance and office operating expenses	209
Compliance expenses such as audit (internal & external), company secretary, taxation, share registrar, legal and listing	131
Staff costs	279
	<u>619</u>

4. RATIONALE FOR THE PROPOSED ESS

The Company believes it is important to continue to motivate, incentivise and reward its employees and also to align the interests of the Eligible Persons with the corporate goals of MBGB Group. The Proposed ESS is intended to:-

- (i) reward Eligible Persons for their contribution towards MBGB Group;
- (ii) create a sense of loyalty and ownership amongst the employees, by giving the employees an opportunity to participate in the equity of the Company;
- (iii) increase the level of commitment and dedication of the Eligible Persons by rewarding them with an equity stake in the Company; and
- (iv) provide incentive for the Eligible Persons to participate more actively in the operations of the Group and encourage them to contribute to the future growth of the Group.

The Proposed ESS is also extended to include the non-executive Directors of MBGB Group in recognition of their contributions towards the growth and performance of MBGB Group. Their participation in the equity of the Company is expected to enhance their level of commitment and contribution as well as to enable the Company to attract and retain capable individuals to act as non-executive Directors of the Company, who will assist in the overall strategic decisions and directions of the Group.

Further, any proceeds to be received by the Company pursuant to the exercise of the ESS Options (which will depend on, amongst others, the number of ESS Options granted and exercised at the relevant point in time and the Exercise Price) will be utilised for the Group's working capital purposes as set out in Section 3 of this Circular.

5. INDUSTRY OVERVIEW AND PROSPECTS

5.1 Overview and outlook of the Malaysian economy

The Malaysian economy registered a growth of 7.0% in the fourth quarter of 2022 compared to 14.2% in the third quarter, as support from the stimulus measures and low base effect waned. At 7.0%, the fourth quarter growth was still above the long-term average of 5.1%. On a quarter-to-quarter seasonally adjusted basis, the economy registered a decline of 2.6% (3Q 2022: 1.9%). For 2022 as a whole, the economy expanded by 8.7% (2021: 3.1%).

All economic sectors registered growth in the fourth quarter of 2022. The services sector expanded by 8.9% (3Q 2022: 16.7%), supported by consumer-related subsectors amid better labour market conditions and the continued recovery in tourism activities. The sector also benefitted from improvements in real estate and business services activities.

The construction sector expanded by 10.1% (3Q 2022: 15.3%). Of significance, civil engineering and non-residential subsectors were lifted by continued progress of large infrastructure, commercial and industrial projects.

Domestic demand grew by 6.8% (3Q 2022: 13.1%), mainly supported by private sector expenditure.

Private consumption expanded by 7.4% (3Q 2022: 15.1%), supported by improving labour market conditions and policy measures. Spending was driven by consumption of necessities, particularly for transport as well as housing and utilities, and selected discretionary components such as recreational services and culture.

Public consumption grew by 2.4% (3Q 2022: 4.5%), reflecting continued support from Government spending on emolument and supplies and services.

Outlook

For 2023, the Malaysian economy is expected to expand at a more moderate pace, amid a challenging external environment. Growth will be driven by domestic demand, supported by the continued recovery in labour market and realisation of multi-year investment projects. The services and manufacturing sectors will continue to drive the economy. Meanwhile, the slowdown in exports following weaker global demand will be partially cushioned by higher tourism activity.

The balance of risks to Malaysia's growth outlook remains tilted to the downside. This stems from weaker-than-expected global growth, tighter financial conditions, further escalation of geopolitical conflicts, and worsening supply chain disruptions.

In line with earlier assessments, headline inflation averaged higher at 3.3% in 2022 (2021: 2.5%), having peaked at 4.7% in August 2022 and moderating thereafter, albeit remaining elevated. Underlying inflation, as measured by core inflation, also increased to 3.0% (2021: 0.7%).

Over the course of 2023, headline and core inflation are expected to moderate but remain at elevated levels amid lingering demand and cost pressures. Notably, recent core inflation rates are expected to persist in the near-term, especially given the low base in the first half of 2022. There are several factors which would continue to mitigate the extent of upward pressure to inflation going forward. These include existing fuel subsidies, price control measures, and the remaining spare capacity in the economy. The balance of risk to the inflation outlook is tilted to the upside, particularly reflecting any potential changes to domestic policy, global commodity price developments and prolonged supply-related disruptions.

(Source: Quarterly Bulletin 4Q 2022, Bank Negara Malaysia)

5.2 Overview and outlook of the Malaysian property market

More than 389,000 transactions worth RM179.07 billion were recorded, showing an increase of 29.5% in volume and 23.6% in value compared to last year. Residential sub-sector led the overall property market activity, with 62.5% contribution in volume. There were 243,190 transactions worth RM94.28 billion recorded in the review period, increased by 22.3% in volume and 22.6% in value year-on-year. The improvement was supported by the uptrend recorded in Pulau Pinang (31.1%), Johor (24.3%), Perak (18.9%), WP Kuala Lumpur (18.4%) and Selangor (15.9%).

Commercial property segment recorded 32,809 transactions worth RM32.61 billion in 2022, increased by 46.3% in volume and 16.7% in value compared to last year. Shops formed more than half of these transactions (16,862 transactions worth RM14.2 billion); mostly were in Selangor (19.0%) and Johor (17.1%).

More than 54,000 units of new launches were recorded. The total was higher than 43,860 units recorded in 2021 but lower compared to pre-pandemic years. Sales performance was moderate at 36.0%. The residential overhang numbers reduced to 27,746 units worth RM18.41 billion as at Q4 2022, down by 24.7% and 19.2% in volume and value respectively (Q4 2021: 36,863 worth RM22.79 billion).

Construction activity recorded an increase in housing starts, up by 13.4% to 97,804 units and new planned supply increased by 14.9% to 89,111 units compared to 2021. Contrarily, completions were down by 5.8% to 71,981 units.

The Malaysian House Price Index (MHPI) stood at 208.4 points in 2022P with a low annual growth of 2.8%. Terraced House Price Index managed to sustain growth at 3.7%, followed by High-Rise Price Index (3.4%) and Semi-Detached Price Index (2.9%). However, Detached House Price Index recorded a slight decline of 2.9%.

The overall performance of shopping complex continued to moderate, recording an occupancy rate of 75.4%, down from 76.3% in 2021.

According to Tourism Malaysia, the average occupancy rate for January to September 2022 has increased to 46.6% compared to 21.8% recorded in 2021. The average occupancy rate (AOR) prior to pandemic was around 60%.

Outlook

The property market performance is expected to grow in line with the moderately lower economic growth projected for 2023 given the unpredictable external environment. Notwithstanding this, the accommodative policies, continuous government support, well execution of all planned measures outlined in the revised Budget 2023 and the proper implementation of strategies and initiatives under RMK-12 are expected to remain supportive of the property sector.

(Source: Press Release: Property Market Report 2022, Valuation and Property Services Department, Ministry of Finance Malaysia)

5.3 Overview and outlook of the energy related industry in Malaysia

By 2030, Malaysia aims to have 200 low carbon zones and 1,000 low carbon partners nationwide. To date we have worked with more than 25 Local Authorities and have identified 15 Low Carbon Zones across the country. In these zones, the Local Authorities have begun implementing energy and water efficiency measures, waste recycling and building walkways for pedestrians and cyclists. Ultimately, these zones are meant to improve the quality of life for its residents.

Moving forward, Malaysia aims to achieve a higher renewable energy growth, from the existing 23% or 8.45 Gigawatt (GW) renewable energy in its power installed capacity. Malaysia Renewable Energy Roadmap (MyRER) projected to increase the share of renewable energy to 31% or 12.9 GW in 2025, and 40% or 18.0 GW in 2035. The renewable energy Initiatives under this roadmap are expected to support Malaysia's commitment to greenhouse gas (GHG) emission reduction under the Paris Agreement led by the United Nations Framework Convention on Climate Change (UNFCCC). Malaysia's global climate commitment is to reduce its economy-wide carbon intensity (against GDP) of 45% in 2030 compared to 2005 level. Realization of the Government's vision is crucial in supporting the nation to achieve its Nationally Determined Contributions (NDC) targets.

In 2021, the Ministry of Energy and Natural Resources of Malaysia (KeTSA) set a target to reach 31% of renewable energy share in the national installed capacity mix by 2025. This target supports Malaysia's global climate commitment is to reduce its economy-wide carbon intensity (against GDP) of 45% in 2030 compared to 2005 level. Realization of the Government's vision is crucial in supporting the nation to achieve its Nationally Determined Contributions (NDC) targets.

The Malaysia Renewable Energy Roadmap (MyRER) is commissioned to support further decarbonization of the electricity sector in Malaysia through the 2035 milestone. This is expected to drive a reduction in GHG emission in the power sector to support Malaysia in meeting its NDC 2030 target of 45% reduction in GHG emission intensity per unit of GDP in 2030 compared to the 2005 level, and further reduction of 60% in 2035.

The scope of MyRER includes three workstreams; assessing the baseline installed capacity and renewable energy resources potential, developing technology-specific renewable energy targets and scenarios, and developing a strategic roadmap.

The MyRER considers two distinct scenarios for renewable energy development in the nation towards the 2025 Government committed renewable energy target and through to the 2035 milestone:

- (i) Business as Usual (BAU) scenario considers the implementation of existing policies and programmes without further extension and/ or introduction of new programmes; and
- (ii) New Capacity Target (NCT) scenario aims for higher renewable energy capacity target to align with further decarbonization of electricity sector in Malaysia toward 2035 milestone. This scenario is aligned with the capacity development plan of Planning and Implementation Committee for Electricity Supply and Tariff (JPPPET 2020) for Peninsular Malaysia, JPPPET 2021 inputs for Sabah and current outlook for Sarawak.

In 2018, the Ministry accelerated the momentum for more energy efficient buildings by launching the National Energy Awards (NEA) in Malaysia to recognise energy efficient and renewable energy practices across public and private sectors, while encouraging further innovation in this field.

Winners of the NEA represent the country at the ASEAN Energy Awards (AEA), which has three categories: Energy Efficient Buildings (new, existing, retrofitted, tropical); Green Buildings (small, medium, large); Energy Management of buildings (small, medium, large); industry (small, medium, large) and special submissions.

Both awards celebrate excellence by recognising exemplary organisations who are driving innovation for greater energy efficiency and by extension a sustainable future.

Under the Renewable Energy Transition Plan 2021-2040, Malaysia aims to increase its share of renewable energy in its installed capacity to 31% in 2025 (from the initial 25% by 2025) and 40% in 2035. To achieve this, the focus is on Peninsular Malaysia because it accounts for 80% of the country's electricity demand. For the 31% renewable energy target in 2025, 26% is to come from the peninsula in 2025. For the 40% target in 2035, the peninsula is to account for 32% of renewable energy.

These projections were shared by the Minister of Energy and Natural Resources at a virtual meeting with ASEAN Ministers on Energy and the Minister of Economy, Trade and Industry of Japan held on 21 June 2021. He added that the country's installed renewable energy capacity now stands at 7,995 MW, and is projected to increase to 18,000 MW by 2035. Peninsular Malaysia's renewable energy capacity, meanwhile, is projected to increase from the current 4,430 MW to 10,944 MW in the next 15 years. Since solar has the highest renewable energy potential, Malaysia plans to introduce battery energy storage systems, with a total capacity of 500 MW from 2030 onwards. With these targets in place, the Minister said carbon emission intensity from the power sector is set to decline by 45% in 2030 and a further 60% in 2035, compared to the 2005 level, in line with Malaysia's Nationally Determined Contributions targets under the Paris Climate Agreement.

(Source: Volume 22 (2022), Volume 21 (2021), 20 (2020), 19 (2019) & 18 (2019), Energy Commission Malaysia and MyRER web Ver 2 and Ver 3 by SEDA)

5.4 Prospects of the Group

Malaysia has entered the endemic phase of Covid-19 and the Group believes that the impact of Covid-19, if any, on the Group's businesses is minimal. Accordingly, the Group expects to see improvements in the performance across all its existing business segments.

(i) Hospitality segment

The performance of The Grand Renai Hotel is expected to improve over the time due to increased activities for local and international travel. The Grand Renai Hotel's average occupancy rate had improved to 65.0% in FYE 30 June 2022 as compared to 18-months FPE 30 June 2021 whereby the Grand Renai Hotel only registered average occupancy rate of 28.7%. The Group registered an average occupancy rate of 58.9% for The Grand Renai Hotel from July 2022 to March 2023.

The hotel mainly attracts customers travelling for business. In view of the age of the hotel and in order to further entice business travellers and attract families travelling to Kota Bharu for leisure activities as well as to encourage locals to visit the hotel, the Group had utilised RM4.4 million from its internally generated funds to undertake phase 1 and phase 2 refurbishments of The Grand Renai Hotel which were mainly utilised for refurbishment of 20 rooms on the 20th floor for club rooms, replacement of electrical appliances, replacement of carpets, lift restoration and upgrading, mechanical and engineering works and refurbishment of its lobby lounge.

The Company had on 9 February 2023 completed the Shares Issuance of 389,469,246 Shares, at an issue price of RM0.1125 per Share which raised total proceeds of RM43.8 million. RM10.0 million from the total proceeds of RM43.8 million had been earmarked for the phase 3 refurbishment of The Grand Renai Hotel, which includes amongst others, upgrading works for the recreational facilities, replacement of electrical appliances, mattresses and door lock (radio-frequency identification (RFID)) for all rooms, refurbishment and upgrading works of rooms on 17th, 18th and 19th floors and grand ballroom, function rooms, restaurants, lobby and entrance.

With the refurbishment of the hotel being undertaken in phases, the Group believes that The Grand Renal Hotel will be the preferred hotel for business travellers and families travelling to Kota Bharu and as such, the hotel's performance is envisaged to continue to improve.

(ii) Investment properties segment

In respect of the Kota Sri Mutiara Shopping Complex, the mall has seen an increase in footfall of approximately 164.9% since the upliftment of the MCO in Kelantan in mid May 2021 up to November 2022. On 20 February 2023, a key tenant (occupying 97,066 square feet) agreed to renew its tenancy agreement for a period of 1 year up to 31 December 2023. With the continuing support from the key tenant, the Group remains optimistic that its mall operations will start to recover and increase its occupancy rate. As at LPD, the Kota Sri Mutiara Shopping Complex occupancy rate is approximately 76.3%.

In addition, the Group is also generating a guaranteed rental income of RM1.2 million per annum for a 5-year period commencing 8 August 2022 from 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.

(iii) Renewable energy and energy efficiency segment

The Group had on 15 July 2022, obtained approval from the Company's shareholders in an EGM to diversify into the renewable energy and energy efficiency segment. The diversification into the renewable energy and energy efficiency segment is expected to provide the Group with a sustainable and stable income stream moving forward, thus contributing positively to the Group's financial results. As at LPD, the Group had secured 12 solar projects with a combined contract value of RM15.5 million and 2 energy efficiency contracts. Upon commissioning of the solar projects, the Group is expected to derive revenue of approximately RM0.7 million per annum. The aforementioned 12 solar projects is expected to be commissioned progressively over a period of 3 months from the LPD.

Premised on the outlook of the renewable energy and energy efficiency industry as mentioned in Section 5.3 of this Circular, the Group is optimistic of the growth prospects for this industry in Malaysia as the Malaysian Government is committed to support the growth of renewable energy by setting a target for electricity generated from renewable energy at 20% of all power generated by 2025. Tax incentives aimed at boosting the Malaysian green economy which was tabled in the Budget 2020 were also in line with the Malaysian Government's commitment.

(iv) Property development segment

The Group's has 2 on-going property development projects namely Bandar Tasek Raja project (commercial property development in Pasir Mas, Kelantan) and Damai Project (mixed development project in Damai, Kota Kinabalu).

As at LPD, phase 1 of the Bandar Tasek Raja project comprising 112 units of shop lots, a market, a supermarket, a bus station and taxi terminal had been completed in year 2016 and part of the phase 2 comprising 14 units of shop lots had been completed and pending the Certificate of Practical Completion. Whilst Malaysia has now entered into the endemic phase of Covid-19, banks still remain cautious on providing end-financing for certain property sectors. In order to manage the Group's cash flow, the Group had decided to put on hold further development of its remaining phase 2 of Bandar Tasek Raja project comprising 140 units of shop lots. The Group will continue to monitor the property market condition and assess the viability before proceeding with the remaining development of phase 2.

The Group's property development segment will be driven by the Damai Project whereby the Group had on 21 October 2021 completed the acquisition of development right. The Group had decided to commence the Damai Project based on the Group's assessment and evaluation on the current property market condition in Kota Kinabalu, Sabah. As at LPD, the enabling work and piling work on the Damai Project had been completed. The Group expects to commence the work below ground level and foundation of the building in April 2023. Barring any unforeseen circumstance, the Damai Project is expected to be completed by the 4th quarter of 2025.

The Board had on 22 February 2023 announced that FBO Land had entered into a sale and purchase agreement to acquire 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 and a conditional sublease agreement 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 (as detailed in Section 11(i) of this Circular). The aforementioned lands had been approved for a mixed commercial and industrial project by Majlis Daerah Penampang vide its letter dated 13 April 2022. However, in view of the current market sentiments, the Group proposes, upon completion of the transactions, to subdivide the lands into 40 vacant industrial lots and develop it with the infrastructure for sales ("**Panampang Project**").

The Group believes that the Damai Project and Panampang Project would be able to contribute to the future earnings of the Group.

6. EFFECTS OF THE PROPOSED ESS

6.1 Issued share capital

The Proposed ESS will not have an immediate effect on the existing issued share capital of the Company until and unless the Shares Grant are vested and/or ESS Options are exercised pursuant to the Awards granted under the Proposed ESS. The issued share capital of MBGB will increase progressively depending on the number of Awards vested and exercised.

For illustration purposes, the pro forma effects of the Proposed ESS on the issued share capital of MBGB as at LPD are as follows:-

	<u>No. of Shares</u>	<u>RM</u>
Issued share capital as at LPD	2,336,815,477	183,839,668
Shares to be issued pursuant to the Proposed ESS	350,522,321	(a) 60,079,526
Enlarged issued share capital	<u>2,687,337,798</u>	<u>243,919,194</u>

Note:-

- (a) Assuming all 15% of the Awards granted in relation to the Proposed ESS are settled via issuance of new MBGB Shares at RM0.1714 each, representing the 5-day VWAP of MBGB shares up to LPD.

6.2 NA, NA per Share and gearing

The Proposed ESS is not expected to have an immediate effect on the NA and gearing of the Group until such time when the Awards are granted and vested.

Any potential effect on the NA, NA per Share and gearing of the Company will depend on the mode of settlement of the ESS Options and Shares Grant, which will only be determined at the time of exercise of ESS Options and/or vesting of Shares Grant. Any allotment and issuance of new MBGB Shares and/or transfer of treasury Shares pursuant to the Proposed ESS may have a dilutive effect on the NA per Share of the Company due to the resultant increase in the number of issued Shares (excluding treasury Shares).

Upon exercise of the ESS Options, the NA per Share is expected to increase if the Exercise Price is higher than the NA per Share at such point of exercise. The NA is expected to decrease if the Exercise Price is lower than the NA per Share at such point of exercise.

6.3 Earnings and EPS

The Proposed ESS is not expected to have an immediate effect on the earnings and EPS of the Group until such time when the Awards are granted and exercised/vested. Any potential effects on the earnings and EPS of the Group will depend on the number of ESS Options and/or Share Grants granted and/or vested, the Exercise Price and the non-cash expenses arising from the granting of the Awards under the accounting standards Malaysian Financial Reporting Standards 2, on "Share-Based Payment" ("**MFRS 2**") issued by the Malaysian Accounting Standards Board.

The quantum of such impact cannot be determined at this juncture as it will be measured at the date of granting or vesting of the Awards based on, amongst others, the share price volatility, risk-free interest rate, share price/fair value of the share and/or pricing model.

The fair value of the ESS Options and/or Shares Grants granted under the Proposed ESS will be recognised as an expense in the profit or loss account of the Group over the vesting period of the Share Options or Share Awards. However, it should be noted that the estimated cost does not represent a cash outflow by our Group as it is merely an accounting treatment.

The Board has taken note of the potential effect of the Proposed ESS on the Group's earnings and will take this into consideration in the allocation and granting of the Awards to the Selected Persons.

6.4 Substantial shareholders' shareholdings

The Proposed ESS is not expected to have any immediate effect on the substantial shareholders' shareholdings in the Company until and unless new MBGB Shares are issued pursuant to the vesting of the Shares Grants and/or exercise of the ESS Options under the Proposed ESS. Any potential effect on the Company's substantial shareholders' shareholdings in the Company would depend on the number of new MBGB Shares issued at the relevant point in time.

For illustration purposes, assuming MBGB grants the entire 15% of the Awards and the Proposed Allocations set out in Section 2.15 above are fully granted under the Proposed ESS and are settled via the issuance of new MBGB Shares, the substantial shareholders' shareholdings in MBGB are as follows:-

	As at LPD				After the Proposed ESS			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	^(a) %	No. of Shares	^(a) %
Leading Ventures Sdn Bhd	1,189,896,008	50.9	-	-	1,189,896,008	44.3	-	-
Dato' Lee Wai Mun, DIMP., JP.	-	-	^(b) 1,189,896,008	50.9	35,052,232	1.3	^(b) 1,189,896,008	44.3
Lee Chee Kiang	93,736,800	4.0	-	-	163,841,264	6.1	-	-

Notes:-

- (a) Computed based on 2,687,337,798 MBGB Shares after the Proposed ESS.
- (b) Deemed interest by virtue of his interest in Leading Ventures Sdn Bhd pursuant to Section 8 of the Act.

6.5 Convertible securities

As at LPD, save for 782,901,982 outstanding Warrants, the Company does not have any other convertible securities.

The Proposed ESS will not give rise to any adjustment to the exercise price and number of outstanding Warrants.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of MBGB Shares as traded on the Main Market of Bursa Securities for the past 12 months from April 2022 to March 2023 are as follows:-

	<u>High</u> RM	<u>Low</u> RM
<u>2022</u>		
April	0.095	0.070
May	0.095	0.075
June	0.095	0.070
July	0.080	0.065
August	0.085	0.070
September	0.090	0.075
October	0.115	0.080
November	0.140	0.100
December	0.175	0.135
<u>2023</u>		
January	0.175	0.110
February	0.190	0.155
March	0.185	0.160

The last transacted market price of MBGB Shares on 31 March 2023 (being the last trading day prior to the date of announcement of the Proposed ESS) 0.175

The last transacted market price of MBGB Shares as at LPD 0.175

(Source: Bloomberg)

8. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed ESS is subject to the approvals being obtained from the following:-

- (i) Bursa Securities for the listing and quotation of up to 15% of the total number of issued Shares, to be issued and allotted under the Proposed ESS.

Bursa Securities had vide its letter dated 17 April 2023 approved the listing and quotation of up to 15% of the total number of issued Shares, to be issued and allotted pursuant to the Proposed ESS on the Main Market of Bursa Securities, subject to the following conditions:-

<u>No.</u>	<u>Conditions imposed by Bursa Securities</u>	<u>Status of compliance</u>
1.	MBGB is required to submit a confirmation to Bursa Securities of full compliance of the Proposed ESS pursuant to paragraph 6.43(1) of the Listing Requirements and stating the effective date of implementation;	To be complied
2.	Malacca Securities is required to furnish Bursa Securities with a certified true copy of the resolution passed by the shareholders in a general meeting approving the Proposed ESS; and	To be complied
3.	MBGB is required to furnish Bursa Securities on a quarterly basis a summary of the total number of new shares listed pursuant to the Proposed ESS, as at the end of each quarter together with a detailed computation of the listing fees payable.	To be complied

- (ii) The approval of the shareholders of the Company for the Proposed ESS at the forthcoming EGM. For information, in accordance with Section 85 of the Act and Clause 59 of the Company's constitution, shareholders of the Company have pre-emptive rights to be offered the new MBGB Shares to be issued pursuant to the Proposed ESS. In the event the resolutions for the Proposed ESS are approved by shareholders of the Company at the forthcoming EGM, shareholders will be waiving their pre-emptive rights under Section 85 of the Act and Clause 59 of the Constitution of the Company.

The Proposed Allocations are conditional on the Proposed ESS but not vice versa.

The Proposed ESS is not conditional upon any other corporate exercise/scheme which has been announced but not yet completed and/or any other corporate exercise/scheme by MBGB.

Compliance with Section 85 of the Act

Section 85(1) of the Act provides that:

"Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 59 of the Constitution of the Company

“Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.”

By approving resolutions in relation to the Proposed ESS which entail the allotment and issuance of the MBGB Shares (including the new Shares arising from the exercise of the ESS Options and vesting of MBGB Shares under the Shares Grant), the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Act and Clause 59 of the Constitution of the Company to be first offered the MBGB Shares which will result in a dilution to shareholders' shareholding percentage in the Company.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED

None of the Directors, chief executive and major shareholders are interested in the Proposed ESS. The Directors, chief executive and employee who is a major shareholder of the Company are only deemed interested in respect of their respective allocation, as well as allocations to persons connected with them, if any, under the Proposed ESS.

The Directors, chief executive and employee who is a major shareholder, who are interested in their respective Proposed Allocations are as follows:-

- (i) Mohamed Akwal Bin Sultan Mohamad, being Chairman and Independent Non-Executive Director of the Company, is interested in the Proposed Allocation of Awards to him;
- (ii) Lee Chee Kiang, being the Managing Director of the Company, is interested in the Proposed Allocation of Awards to him;
- (iii) Dato' Lee Wai Mun, DIMP., JP., being an Executive Director and major shareholder (via Leading Ventures Sdn Bhd) of the Company, is interested in the Proposed Allocation of Awards to him.

Accordingly, Leading Ventures Sdn Bhd, being person connected with Dato' Lee Wai Mun, DIMP., JP., is deemed interested in the Proposed Allocation of Awards to Dato' Lee Wai Mun, DIMP., JP., by virtue of Dato' Lee Wai Mun, DIMP., JP. is the sole director and sole shareholder of Leading Ventures Sdn Bhd;

- (iv) Tan Chin Hong, being an Executive Director of the Company, is interested in the Proposed Allocation of Awards to him and his brother, Tan Chin Hao;
- (v) Phang Kiew Lim, being an Executive Director of the Company, is interested in the Proposed Allocation of Awards to him;
- (vi) Masleena Binti Zaid, being an Independent Non-Executive Director of the Company, is interested in the Proposed Allocation of Awards to her;
- (vii) Ong Lu Yuan, being an Independent Non-Executive Director of the Company, is interested in the Proposed Allocation of Awards to him; and

(viii) Tan Chin Hao, being the Director of a subsidiary of the Company and person connected with Tan Chin Hong by virtue of him being the brother of Tan Chin Hong, is interested in the Proposed Allocation of Awards to him and his brother, Tan Chin Hong,

(collectively, referred to as the “**Interested Directors**” and “**Interested Major Shareholders**”, as the case may be)

The Interested Directors will abstain from deliberating and voting on their respective allocations and allocations to persons connected with them under the Proposed ESS at the relevant Board meetings.

The Interested Directors and/or Interested Major Shareholder will abstain from voting and will undertake to ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in MBGB on the resolutions pertaining to their respective allocations as well as allocations to persons connected with them (if any) under the Proposed ESS at the EGM to be convened.

As at LPD, the direct and indirect shareholdings of the Interested Directors and/or Interested Major Shareholder and person connected with them are set out below:

	As at LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Mohamed Akwal Bin Sultan Mohamad	-	-	-	-
Lee Chee Kiang	93,736,800	4.0	-	-
Dato’ Lee Wai Mun, DIMP., JP.	-	-	(a) 1,189,896,008	50.9
Tan Chin Hong	-	-	(b) 18,333,928	0.8
Phang Kiew Lim	-	-	-	-
Masleena Binti Zaid	-	-	-	-
Ong Lu Yuan	1,198,800	0.1	-	-
Leading Ventures Sdn Bhd	1,189,896,008	50.9	-	-
Tan Chin Hao	84,000	*	-	-

Notes:-

* Less than 0.01%

(a) Deemed interest by virtue of his interest in Leading Ventures Sdn. Bhd. pursuant to Section 8 of the Act.

(b) 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.

Save as disclosed above, none of the directors, chief executive, major shareholders and/or persons connected with them has any interest, direct or indirect, in the Proposed ESS and Proposed Allocations.

10. DIRECTORS’ STATEMENT AND RECOMMENDATION

The Board (save for the Interested Directors in respect of their respective allocations, as well as allocations to persons connected with them), having considered all aspects of the Proposed ESS including but not limited to the rationale and financial effects of the Proposed ESS, is of the opinion that the Proposed ESS and Proposed Allocations are in the best interest of MBGB Group. The Interested Directors have abstained from expressing an opinion in respect of their respective allocations, as well as allocations to persons connected with them, if any, under the Proposed ESS.

Accordingly, the Board (save for the Interested Directors in respect of their respective allocations, as well as allocations to persons connected with them) recommends that MBGB shareholders vote in favour of the resolutions pertaining to the Proposed ESS and Proposed Allocations to be tabled at the forthcoming EGM.

11. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

As at LPD, save for the Proposed ESS and the corporate exercises as disclosed below, the Company does not have any outstanding proposals that have been announced but pending completion:

- (i) The Board had on 22 February 2023 announced that FBO Land, had entered into the following:
 - (a) 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”**); and
 - (b) 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”**).

(collectively, Proposed Acquisition and Proposed Sublease referred to as the **“Proposals”**)

Kindly refer to the Company’s announcement dated 22 February 2023 for further details in relation to the Proposals.

As at LPD, the Proposals are pending completion and are expected to be completed in 4th quarter of calendar year 2023.

12. ESTIMATED TIMEFRAME FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to the approvals of the relevant authorities and shareholders being obtained and conditions met, the Board expects the Proposed ESS to be implemented in the 2nd quarter of the calendar year 2023.

13. EGM

The EGM, the notice of which is enclosed in this Circular, 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 Tuesday, 23 May 2023 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions to give effect to the Proposed ESS and Proposed Allocations. The resolutions pertaining to the Proposed ESS and Proposed Allocations are set out in the Notice of EGM which is enclosed with this Circular.

If you are unable to attend and vote in person at the EGM, 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 Registrar's 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 EGM or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude the MBGB shareholders from attending and voting in person at the EGM should the MBGB shareholders subsequently wish to do so and in such an event, your Form of Proxy shall be revoked accordingly.

14. FURTHER INFORMATION

Shareholders are advised to refer to the attached appendices of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
META BRIGHT GROUP BERHAD
(FORMERLY KNOWN AS EASTLAND EQUITY BHD.)

PHANG KIEW LIM
Executive Director

META BRIGHT GROUP BERHAD (FORMERLY KNOWN AS EASTLAND EQUITY BHD.)
(Registration No. 200001013359 (515965-A))

BY-LAWS OF META BRIGHT GROUP BERHAD GROUP'S EMPLOYEES' SHARES SCHEME 2023

1. DEFINITIONS AND INTERPRETATIONS

1.1 In these By-Laws, except where the context otherwise requires, the following expression in these By-Laws shall have the following meanings:

Act	:	The Companies Act, 2016, as amended from time to time and all regulations made thereunder and any re-enactment thereof
Adviser	:	The Company's recognised principal adviser under the Securities Commission's Licensing Handbook
Authorised Nominee	:	A person who is authorised to act as a nominee as specified in accordance with the schedule prescribed under Part VIII of the Rules of the Bursa Depository
Award(s)	:	The Shares Grant and/or the ESS Option(s) as the case may be
Award Letter	:	A letter of offer to Eligible Person(s) issued pursuant to an offer made by the ESS Committee under Part B or Part C, as the case may be, of these By-Laws
Board	:	Board of Directors of MBGB, as may be constituted from time to time
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577(635998-W))
By-Laws	:	The rules, terms and conditions of the Scheme as set out herein, and shall include any amendments or variations made thereto from time to time
CDS	:	Central Depository System
CDS Account	:	a Central Depository System account established by Bursa Depository for a Depositor for the recording of deposits of securities and dealings in such securities by the Depositor
Central Depositories Act	:	The Securities Industry (Central Depositories) Act 1991 including any amendments made thereto from time to time
Constitution	:	The constitution of the Company, including any amendments thereto that may be made from time to time
Date of Expiry	:	The last day of the duration of this Scheme pursuant to By-Law 6.1 hereof
Date of Offer	:	The date of the Award Letter in which Shares Grant and/or ESS Options is/are awarded to the Selected Person(s)
Depositor	:	A holder of a CDS Account
Director(s)	:	A natural person who holds a directorship in an executive or non-executive capacity in any corporation in the MBGB Group but shall not include alternate and/or similar substitute directors
Effective Date	:	The date for the launch and implementation of the Scheme being the date of full compliance with all relevant requirements of Chapter 6 of the Main Market Listing Requirements including the last of the approvals and/or conditions referred to in By-Laws 6.1 hereof have been obtained and/or complied with and to be determined by the ESS Committee;

APPENDIX I – DRAFT BY-LAWS (CONT'D)

Eligible Person(s)	: Employee(s) or Director(s) of the MBGB Group (excluding dormant Subsidiaries) who meets the criteria of eligibility for participation in the Scheme as set out in By-Law 7
Employee	: A natural person who is employed by and on the payroll of any corporation the MBGB Group, including Director(s)
Entitlement Date	: The date as at the close of business on which the names of the shareholders of MBGB must appear on MBGB's record of depositors in order to participate in any dividends, rights, allotments or other distributions
ESS Option(s) or Option(s)	: The right granted to the Participant to subscribe for MBGB Share(s) at the Exercise Price in the manner indicated in By-Law 36
ESS Committee	: The committee comprising Director(s) and/or Senior Management of MBGB Group duly appointed from time to time and authorised by the Board pursuant to By-law 16 to administer the Scheme in accordance with these By-Laws
ESS or Scheme	: The Employees' Shares Scheme of MBGB Group comprising the ESS Options and Shares Grant on the terms as set out in these By-Laws
ESS Period	: A period commencing from the date the offer for the ESS Options or Shares Grant, as the case may be, is accepted in accordance with these By-Laws and expiring on the last day of the period referred to in By-Law 6 or such other date which the ESS Committee may in its discretion decide, subject always to early termination in accordance with the provisions of By-Law 6, provided that no ESS Period shall extend beyond the period referred to in By-Law 6
Exercise Period	: The specific period or periods within the ESS Period during which ESS Options may be exercised by Participants, as determined by the ESS Committee subject to By-Law 6
Exercise Price	: The price at which the Participant shall be entitled to subscribe for every MBGB Share by exercising his/her ESS Option(s) as determined in accordance with By-Law 37
Government	: The Government of Malaysia
Main Market Listing Requirements	: The Main Market Listing Requirements of Bursa Securities including any amendments thereto that may be made from time to time
Market Day(s)	: Any day(s) on which Bursa Securities is open for trading in securities
Maximum Allowable Allocation	: The maximum number of MBGB Shares comprised in the Awards, that can be offered to the Selected Persons as stipulated in By-Law 8
MBGB or Company	: Meta Bright Group Berhad (formerly known as Eastland Equity Bhd.) (Registration No. 200001013359 (515965-A))
MBGB Group or Group	: MBGB and its Subsidiaries or any one or more of them as the context permits
MBGB Shares or Shares	: Ordinary shares in MBGB
Participant(s)	: The Selected Person(s) who has(have) accepted the Shares Grant and/or ESS Options in accordance to the Award Letter(s)
Person connected	: Has the meaning given to "person connected" adopted in Paragraph 1.01 of the Main Market Listing Requirements
Registered Office	: The registered address of MBGB being 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia

APPENDIX I – DRAFT BY-LAWS (CONT'D)

RM and sen	:	Ringgit Malaysia and sen, respectively
Rules of Bursa Depository	:	The Rules of Bursa Depository as issued pursuant to the Central Depositories Act
Selected Person(s)	:	An Eligible Person to whom an offer has been made under the Scheme via an Award Letter
Senior Management	:	An Employee of MBGB Group holding the position of senior manager and above (including executive Director) or other senior position as may be determined by the ESS Committee from time to time to be senior management and which shall be subject to any criteria as may be determined at the sole discretion of the ESS Committee from time to time
Shares Grant(s)	:	The right granted to the Participant to have a number of MBGB Shares vested in the Participant on the vesting date (if any) specified in the Award Letter, subject to the terms and conditions provided in these By-Laws
Subsidiaries	:	Subsidiary corporations within the meaning of Section 4 of the Act of MBGB and shall include subsidiary corporations which are existing as at the Effective Date and those which are incorporated or acquired at any time during the duration of the Scheme but exclude subsidiary corporations which have been divested in the manner provided for in By-Law 24.2 and which is determined by the ESS Committee at its absolute discretion from time to time to be a corporation participating under the Scheme in accordance with By-Law 7
Trust	:	The trust that may be established to facilitate the implementation of the Scheme
Trust Deed	:	The trust deed(s) constituting the Trust to be executed between the Trustee and the Company (if applicable)
Trustee	:	The trustee(s) or its authorised nominee that may be appointed by the Company for the Scheme from time to time
Vesting Conditions	:	The conditions which are required to be fulfilled by a Participant before the ESS Option(s) and/or Shares Grant(s) is capable of being vested onto the Participant pursuant to the terms of these By-Laws

1.2 In these By-Laws:

- (i) any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision and any listing requirements, policies and/or guidelines of Bursa Securities and/or any other relevant regulatory authority (whether or not having the force of law but, if not having the force of law, the compliance with which is in accordance with the reasonable commercial practice of persons to whom such requirements, policies and/or guidelines are addressed to by Bursa Securities and/or any other relevant regulatory authority);
- (ii) any reference to a statutory provision shall include that provision as from time to time modified or re-enacted whether before or after the date of these By-Laws so far as such modification or re-enactment applies or is capable of applying to any Award offered and accepted prior to the expiry of the Scheme and shall include also any past statutory provision (as from time to time modified or re-enacted) which such provision has directly or indirectly been replaced;
- (iii) words denoting the singular shall include the plural and references to gender shall include both genders and the neuter;
- (iv) any liberty or power which may be exercised or any determination which may be made hereunder by the ESS Committee or the Board may be exercised at the ESS Committee's or the Board's absolute and unfettered discretion and the ESS Committee and/or the Board shall not be required to give any reason therefore except as may be required by the relevant authorities;
- (v) the headings in these By-Laws are for convenience only and shall not be taken into account in the interpretation of these By-Laws;

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- (vi) if an event occurs on a stipulated day which is not a Market Day, then the stipulated day will be taken to be the first Market Day after that day provided always if such date shall fall beyond the duration of the Scheme, then the stipulated day shall be taken to be the preceding Market Day;
- (vii) any reference to the Company and/or other person shall include a reference to the successors-in-title and permitted assigns; and
- (viii) unless otherwise stated herein and whenever applicable, the currency adopted for any matter referred to in this By-Laws is RM and sen, being the lawful currency of Malaysia.

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PART A: GENERAL PROVISIONS OF THE SCHEME

2. NAME OF THE SCHEME

This Scheme will be called the “**Meta Bright Group Berhad Group’s Employees’ Shares Scheme 2023**” and shall comprise of the ESS Options and/or the Shares Grant.

3. THE OBJECTIVES OF THE SCHEME

The establishment of this Scheme is to: -

- i. reward Eligible Persons for their contribution towards MBGB Group;
- ii. create a sense of loyalty and ownership amongst the Employees, by giving the Employees an opportunity to participate in the equity of the Company;
- iii. increase the level of commitment and dedication of the Eligible Persons by rewarding them with an equity stake in the Company; and
- iv. provide incentive for the Eligible Persons to participate more actively in the operations of the MBGB Group and encourage them to contribute to the future growth of the MBGB Group.

This Scheme is also extended to non-executive Directors in the MBGB Group (excluding dormant Subsidiaries) in recognition of their contributions towards the growth and performance of the MBGB Group.

4. APPLICATION OF PART A

Unless otherwise expressly provided, the provisions of this Part A shall apply generally to the ESS Options and the Shares Grant.

5. MAXIMUM NUMBER OF MBGB SHARES AVAILABLE UNDER THE SCHEME

- 5.1 The total number of MBGB Shares comprised in the Awards, which may be made available under the Scheme shall not in aggregate be more than fifteen per centum (15%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any one time during the duration of the Scheme (“**Maximum Awards**”) whether or not such total number of MBGB Shares which may be made available under the Scheme shall be made available, offered and/or issued in a staggered manner over the duration of the Scheme. The ESS Committee has the discretion in determining whether the total number of MBGB Shares which may be made available under the Scheme shall be staggered over the duration of the Scheme.
- 5.2 Notwithstanding the provision of By-Law 5.1 above or any other provisions contained herein, in the event the aggregate number of MBGB Shares granted under the Scheme exceeds the Maximum Awards at any point in time as a result of the Company purchasing its own shares or the Company undertaking any corporate proposal, no further Awards shall be made until such aggregate number of MBGB Shares granted falls below the Maximum Awards. Any Award(s) made prior to the adjustment of the number of issued MBGB Shares shall remain valid and exercisable in accordance with the provisions of this Scheme.
- 5.3 MBGB Shares which are the subject of Awards which have lapsed for any reason whatsoever may be the subject of further Awards made by the ESS Committee under the Scheme.
- 5.4 Notwithstanding the above, the Company may implement more than one (1) employee share scheme during the duration of this Scheme provided that the aggregate MBGB Shares available for issuance under all the share issuance schemes implemented by MBGB are not more than fifteen per centum (15%) of its total number of issued shares (excluding treasury shares, if any) at any one time or such lower or higher limit in accordance with any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time.
- 5.5 MBGB will use all reasonable efforts to make available/ensure that it has available and sufficient MBGB Shares to satisfy the Awards made during the Scheme.

6. DURATION AND TERMINATION OF THE SCHEME

- 6.1 The Effective Date for launch or implementation of the Scheme shall be the date the last of the following approvals and/or conditions have been obtained and/or complied with:
- (a) the submission to Bursa Securities of the final copy of the By-Laws together with a letter of compliance pursuant to paragraphs 2.12 and 6.42 of the Main Market Listing Requirements and a checklist showing compliance with Appendix 6E of the Main Market Listing Requirements;
 - (b) receipt of the approval-in-principle from Bursa Securities for the listing of the new MBGB Shares to be issued under the Scheme;
 - (c) procurement of the shareholders' approval for the Scheme at a general meeting;
 - (d) the approval of any other relevant authorities for the Scheme, if any; and
 - (e) the fulfilment of all conditions attached to the above approvals, if any.

The Scheme, when implemented, shall be in force for a period of five (5) years from the Effective Date and may be extended for further period immediately from the expiry of the original five (5) years period, at the absolute discretion of the Board, whether or not upon the recommendation of the ESS Committee, provided always that the initial Scheme period stipulated above and such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of ten (10) years or such other period as may be prescribed by Bursa Securities or any other relevant authorities from the Effective Date.

Such extended Scheme shall be implemented in accordance with the terms of these By-Laws, subject however to any revisions and/or changes to the relevant statutes, laws and/or regulations then in force. In the event that the Scheme is extended, the Company shall make the necessary announcements to Bursa Securities prior to the proposed extension of the Scheme. For avoidance of doubt, unless otherwise required by the relevant authorities, no further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting is required for any such extension. In the event the Scheme is extended, the Company shall serve appropriate notices on each Participant within thirty (30) days prior to the Date of Expiry.

- 6.2 Awards can only be made during the duration of the Scheme before the Date of Expiry.
- 6.3 Subject to By-Law 6.4, the Board, upon consultation with the ESS Committee may at any time during the duration of the Scheme terminate the Scheme and, upon expiry of the notice period stipulated in By-Law 6.4, shall immediately announce to Bursa Securities the:
- (a) effective date of termination of the Scheme ("**Termination Date**");
 - (b) number of ESS Options vested and/or exercised and Shares Grant vested pursuant to the Scheme; and
 - (c) reasons for termination of the Scheme.
- 6.4 Subject to By-Law 15.3, prior to the termination of the Scheme pursuant to By-Law 6.3, the Company shall provide thirty (30) days' notice to all Participants and allow the Participants to (a) exercise any vested but unexercised ESS Options; and (b) transfer any Shares of any vested Shares Grant prior to the Termination Date.
- 6.5 Notwithstanding anything to the contrary, all unvested and/or unexercised ESS Options and/or Shares Grant (whether fully or partially) shall lapse on the Date of Expiry or earlier termination of the Scheme pursuant to By-Law 6.3 and shall be deemed cancelled and be null and void.
- 6.6 The Company shall through its Adviser submit no later than five (5) Market Days after the Effective Date of the implementation of these By-Laws, a confirmation to Bursa Securities of the full compliance of By-Law 6.1 above stating the Effective Date of implementation of the Scheme, together with a certified true copy of the relevant resolutions passed by the shareholders of the Company in the general meeting approving the Scheme.
- 6.7 In the event of termination as stipulated in By-Law 6.3 above, the following provisions shall apply:
- (a) no further Award(s) shall be granted by the ESS Committee from the Termination Date;

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- (b) all Award(s) which have yet to be accepted by Selected Persons shall automatically lapse on the Termination Date;
 - (c) all outstanding ESS Options which have yet to be exercised by the Participants shall automatically lapse on the Termination Date and
 - (d) all unvested Awards will cease to be capable of being vested in the relevant Participants.
- 6.8 Approval or consent of the shareholders of the Company by way of a resolution in a general meeting and written consent of Participant(s) in relation to unvested and/or unexercised Award(s) are not required to effect a termination of the Scheme.

7. ELIGIBILITY

- 7.1 Subject to By-Laws 7.2, 7.4 and 7.5 below, any Director or Employee of the MBGB Group shall be eligible to be considered for participation in the Scheme.
- 7.2 In the case of an Eligible Person, he/ she will be eligible if at the Date of Offer, the following eligibility criteria is fulfilled:
- (a) the Director or Employee shall have attained the age of eighteen (18) years on the Date of Offer and shall neither be an undischarged bankrupt nor subject to any bankruptcy proceedings;
 - (b) if an executive Director or Employee, he/she must have been employed by the MBGB Group (excluding dormant Subsidiaries) and his/her employment as an Eligible Person must have been confirmed on the Date of Offer, employed on a full-time basis and has not served a notice to resign nor received a notice of termination;
 - (c) if a non-executive Director, he/she must have been appointed and remain appointed as a Director of the MBGB Group (excluding dormant Subsidiaries), as at the Date of Offer;
 - (d) such other eligibility criteria as may be determined by the ESS Committee from time to time at its absolute discretion,

PROVIDED ALWAYS THAT the selection of any Director or Employee for participation in the Scheme and the determination of the number of Awards shall be at the discretion of the ESS Committee and the decision of the ESS Committee shall be final and binding. In determining the eligibility of an Eligible Person to participate in the Scheme, the ESS Committee may take into account amongst other factors, the provisions of the Main Market Listing Requirements or other applicable regulatory requirements prevailing during the tenure of the Scheme relating to employees' and/ or Directors' share issuance scheme, designation, role, function, performance, job class or grading, annual appraised performance, seniority, length of service and/or contribution to the relevant corporation within the MBGB Group, and/or such other factors that the ESS Committee may in its sole and absolute discretion deem fit. The ESS Committee may, in its absolute discretion, waive any of the conditions of eligibility as set out above.

- 7.3 No Award, allocation under the Scheme and the related allotment and/or vesting of MBGB Shares shall be made to the following persons unless the shareholders of MBGB in a general meeting shall have approved the specific allocation and allotment and/or award to such persons:
- (a) any Eligible Person who is a Director, major shareholder or chief executive officer of MBGB or holding company of MBGB (if any) ("**Interested Director**", "**Interested Major Shareholder**" and "**Interested Chief Executive**"); or
 - (b) an Eligible Person who is connected with an Interested Director, Interested Major Shareholder or Interested Chief Executive ("**Interested Person Connected with a Director, Major Shareholder or Chief Executive**").

In a meeting to obtain shareholder approval in respect of the above allocation, allotment and/or grant:

- (a) to an Eligible Person who is the Interested Director, Interested Major Shareholder, Interested Chief Executive or Interested Person connected with a Director, major shareholder or chief executive; and

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- (ii) where the allocation and allotment is in favour of an Eligible Person who is an Interested Person Connected with a Director, Major Shareholder or Chief Executive, such Director, major shareholder or chief executive,

must not vote on the resolution approving the said allocation and allotment and/or award. An Interested Director, Interested Major Shareholder or Interested Chief Executive must ensure that such persons connected with him/her abstain from voting on the resolution approving the said allocation and allotment and/or award.

7.4 For the avoidance of doubt, the following persons are not Eligible Persons and do not qualify for participation in the Scheme:

- (a) subject to By-Law 24 below, employees of a corporation which has ceased to be a subsidiary of MBGB;
- (b) a Director or employee of a corporation within the MBGB Group which is dormant;
- (c) person serving under the contract of service; and
- (d) employees that are on probation.

7.5 Unless otherwise determined by the ESS Committee, a Participant under the Scheme shall not be entitled to participate in any other share issuance scheme, share grant scheme or share scheme which may be implemented by any other corporation in the MBGB Group during the duration of the Scheme.

7.6 Directors and Employees of MBGB Group may be eligible to participate in either or both the ESS and/or the Shares Grant, as may be determined by the ESS Committee.

7.7 Eligibility under the Scheme does not confer on an Eligible Person a claim or right to participate in or any rights whatsoever under the Scheme and an Eligible Person does not acquire or have any rights over or in connection with the ESS Options and/or Shares Grant comprised herein unless an Award pursuant to an Award Letter has been made by the ESS Committee to the Eligible Person and the Eligible Person has accepted the Award and has fulfilled the conditions in the Award (if any).

7.8 Notwithstanding anything to the contrary in these By-Laws subject always to By-Laws 17 and 18, the ESS Committee may, in its discretion, waive the eligibility criteria set out in By-Law 7.2 or at its discretion decide not to make an Award(s). The eligibility and number of Award(s) to be awarded to a Selected Person under the Scheme shall be at the sole and absolute discretion of the ESS Committee and the decision of the ESS Committee shall be final and binding.

7.9 Where an Award is to Selected Person who is a member of the ESS Committee, such Award shall be decided and carried out by the ESS Committee PROVIDED ALWAYS that such Selected Person and persons connected to him/her who are also members of the ESS Committee shall abstain from all deliberations and voting in respect of the Award proposed to be offered or awarded to him/her or the vesting of ESS Options and/or Shares Grant to him/her at the relevant ESS Committee meetings.

8. MAXIMUM ALLOWABLE ALLOCATION AND BASIS OF ALLOCATION

8.1 Subject to By-Law 5 and any adjustments which may be made under these By-Laws, the aggregate number of MBGB Shares that may be allocated to any of the Selected Persons of the MBGB Group who are entitled to participate in the Scheme shall be determined by the ESS Committee on the basis set out in By-Law 8.2 subject always to the following main parameters:

- (a) the Selected Persons including Directors and Senior Management do not participate in the deliberation or discussion of their own allocation as well as to persons connected with them, if any;
- (b) the number of MBGB Shares comprised in the Awards, to be allocated to any Selected Person who, either singly or collectively through persons connected with the Selected Person, holds twenty per centum (20%) or more of the total number of issued shares (excluding treasury shares) of the Company, does not exceed ten per centum (10%) of the Maximum Awards (or such other percentage as may be permitted by Bursa Securities and/or any other relevant authorities from time to time); and

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- (c) up to 80% of the Maximum Awards shall be allocated in aggregate to the Directors and Senior Management of the MBGB Group (excluding dormant Subsidiaries). This is intended to incentivise the Directors of the MBGB Group (excluding dormant Subsidiaries) for their contribution towards development, growth and success and strategic direction to drive long term shareholder value enhancement of MBGB Group and to incentivise the senior management of the MBGB Group for their commitment, dedication and loyalty towards attainment of higher performance,

provided always that it is in accordance with any prevailing guidelines issued by Bursa Securities, the Main Market Listing Requirements or any other relevant authorities as may be amended from time to time.

- 8.2 The basis for determining the aggregate number of MBGB Shares that may be offered and/or allocated under the Scheme to an Eligible Person shall be at the sole and absolute discretion of the ESS Committee after taking into consideration, inter alia, the provisions of the Main Market Listing Requirements or other applicable regulatory requirements prevailing during the tenure of the Scheme relating to employees' and/or directors' share issuance scheme, the designation, seniority, job class or grading, performance, annual appraised performance, length of service and/or contribution to the MBGB Group by the Eligible Person and/or such other matters which the ESS Committee may in its sole and absolute discretion deem fit and the Maximum Allowable Allocation as decided by the ESS Committee.
- 8.3 Subject to By-Law 17, the ESS Committee may at its sole and absolute discretion and pursuant to By-Law 16, amend or vary and/or include or preclude any basis or criteria which is applied in considering Awards to Eligible Persons including the including details of the category of Employees and/or thresholds of Maximum Allowable Allocation for which it shall deem necessary to introduce during the duration of the Scheme provided that these bases are in compliance with the relevant Main Market Listing Requirements and applicable laws.
- 8.4 In the event that a Selected Person is promoted to a higher category, he/she shall be entitled to continue to hold all unvested ESS Options and to exercise all vested but unexercised ESS Options and/or be entitled to hold all unvested Shares Grant held by him/her. The Maximum Allowable Allocation applicable to such Selected Person shall be the Maximum Allowable Allocation that may be awarded corresponding to the category of the employee of which he/she then is a party, subject always to the maximum number of MBGB Shares available under the Scheme as stipulated under By-Law 5.
- 8.5 In the event that a Selected Person is demoted to a lower category, he shall be entitled to exercise all vested but unexercised ESS Options and/or to all vested Shares Grant unless otherwise determined by the ESS Committee and the number of unvested ESS Options and/or Shares Grant held by him/her at that time may be reduced by the ESS Committee in its sole and absolute discretion. In the event the total number of MBGB Shares in respect of ESS Option(s) and/or Shares Grant which have been accepted by such demoted Selected Person up to the effective date of his/her demotion is higher than the Maximum Allowable Allotment for his/her new category pursuant to such demotion, he/she shall not be entitled to be offered any further ESS Option(s) and/or Shares Grant unless and until he/she is subsequently promoted to a higher category or in such event where the Maximum Allowable Allotment is amended as provided in By-Law 8.3 or revised by the ESS Committee resulting in his/her Maximum Allowable Allotment being increased to an amount greater than the total number of MBGB Shares in respect of ESS Option(s) and/or Shares Grant which have already been accepted by him/her.
- 8.6 The ESS Committee shall not be obliged in any way to award, grant or vest to any Eligible Person any ESS Options and/or Shares Grant. The decision of the ESS Committee shall be final and binding.
- 8.7 The allocation of ESS Options and Shares Grant pursuant to the Scheme shall be verified by the Company's Audit Committee, as being in compliance with the criteria set out in these By-Laws (where relevant) at the end of each financial year of the Company.
- 8.8 The ESS Committee may at its sole and absolute discretion determine whether granting of the Award(s) to the Selected Person will be staggered over the duration of the Scheme or in one (1) single grant and/or whether the Award(s) are subject to any vesting period and if so, to determine the Vesting Conditions including whether such Vesting Conditions are subject to performance target.
- 8.9 If any Selected Person is a member of the ESS Committee, such Selected Person shall not participate in the deliberation or discussion of his/her allocations as well as persons connected with them, if any.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- 8.10 Subject to By-Law 35 and By-Law 40, the ESS Committee shall be entitled to determine the maximum number of Award(s) that will be made available to a Selected Person. At the time the Award(s) is awarded in accordance with these By-Laws, the ESS Committee shall set out the basis of the award, identifying the class, category or grade of the Selected Person and the Maximum Allowable Allocation that may be awarded to such Selected Person under the Award(s), all of which may be amended and varied by the ESS Committee from time to time at its discretion in accordance with applicable laws and the Main Market Listing Requirements, and the decision of the ESS Committee shall be final and binding.
- 8.11 Any Selected Person who holds more than one (1) position within the MBGB Group (including a Director who is an Employee of the MBGB Group (excluding dormant Subsidiaries) and who sits on the board(s) of directors of any one (1) or more corporations within the MBGB Group (excluding dormant Subsidiaries)), and is therefore a Selected Person in more than one category or capacity, shall be entitled to the Maximum Allowable Allotment of only one (1) category to be determined by the ESS Committee at its sole and absolute discretion.

9. RIGHTS ATTACHING TO AWARDS AND THE NEW MBGB SHARES

- 9.1 The ESS Options and/or Shares Grant (as the case may be) shall not carry any right to vote at any general meeting of the Company until and unless such MBGB Shares have been issued, allotted and credited into the CDS Account of the Participant.
- 9.2 A Participant shall not be entitled to any dividends, right or other entitlements (including but not limited to offer of further securities) on his/her unvested or unexercised ESS Options and/or unvested Shares Grant (as the case may be).
- 9.3 The MBGB Shares to be allotted and issued and/or transferred from treasury shares (as the case may be) upon the vesting of the Shares Grant and/or upon the exercise of the ESS Options pursuant to the Awards, shall upon allotment and issuance and/or transfer from treasury shares (as the case may be), carry the same rights with existing MBGB Shares, save and except that the MBGB Shares so issued and/or transferred will not be entitled for any dividends, rights, allotments and/or other distribution declared, made or paid to shareholders of MBGB, the entitlement date of which is prior to the date of allotment or transfer of the MBGB Shares.
- 9.4 All dividends, rights, allotments and/or any other distribution declared, made, paid or attached to the MBGB Shares held in trust by the Trustee (if any) shall form part of the Trust assets until such MBGB Shares are credited into the CDS Accounts of the respective Participants in which event By-Laws 9.1, 9.2 and 9.3 shall apply.
- 9.5 All MBGB Shares will be subject to all provisions of the Constitution of the Company.

10. TRUSTEE

- 10.1 The Company and/or the ESS Committee may establish a Trust to be administered by the Trustee for the purposes of implementing the Scheme. To enable the implementation of the Scheme and the acquisition or subscription of the MBGB Shares to satisfy the exercise of the ESS Options or Shares Grant, the Trustee may, to the extent permitted by law and as set out under these By-Laws, receive funds from the MBGB Group or any other person in such bank account(s) to be established by the Trustee for the purpose of the Trust.
- 10.2 If a Trust is established, the Trustee shall administer the Trust in accordance with the Trust Deed. For the purpose of administering the Trust, the Trustee shall do all such acts and things and enter into any transactions, agreements, deeds, documents or arrangements or make rules, regulations or impose terms and conditions or delegate part of its power relating to the administering of the trust as the ESS Committee may in its discretion direct for the purpose of implementation or administration of the Trust.
- 10.3 The Company shall have the power from time to time to appoint, rescind or terminate the appointment of any Trustee as it deems fit in accordance with the provisions of the Trust Deed. The ESS Committee shall not be under any obligation to give any reasons for such appointment, rescission or termination. The ESS Committee shall have the power from time to time, at any time, to negotiate with the Trustee to amend the provisions of the Trust Deed.

11. NON-TRANSFERABILITY

- 11.1 An ESS Option and/or Shares Grant (as the case may be) is personal to the Participant and, prior to the allotment and/or transfer to the Participant of the Shares to which the Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of (in whole or in part) in any manner whatsoever.
- 11.2 Unless permitted under these By-Laws, an Award or the rights of the Participants under the ESS Options and/or Shares Grant shall not be transferred, assigned, disposed of or subject to any encumbrances by the Participant. Any attempt to transfer, assignment, disposal or encumbrance shall result in the automatic cancellation of the Award, ESS Option and/or Shares Grant (as the case may be).

12. TERMINATION OF THE ESS OPTIONS AND/OR SHARES GRANT

- 12.1 Upon occurrence of one or more of the following events prior to the full vesting and allotment/transfer of any Shares Grant and/or full vesting and exercise of any ESS Option (as the case may be), such ESS Option and/or Shares Grant or the balance thereof that remained unvested, not allotted/transferred or unexercised, as the case may be, shall forthwith cease to be valid without any claim against the Company:

- (a) resignation, termination or cessation of employment of the Selected Person or Participant, for any reason; or
- (b) resignation, retirement or removal of a Director, for any reason.

PROVIDED ALWAYS THAT the ESS Committee may, at its absolute discretion, by notice in writing, stipulate the times or period at or within which such Shares Grant and/or ESS Options shall vest all or in part (provided that no MBGB Shares and/or ESS Options shall vest after the expiry of the ESS Period) or permit such vested but unexercised ESS Option to remain exercisable during the ESS Period all or in part if such cessation occurs by reason of:

- (a) retirement upon or after attaining the retirement age under MBGB Group's retirement policy; or
 - (b) retirement before attaining the normal retirement age with the consent of his/her employer; or
 - (c) redundancy or retrenchment pursuant to the acceptance by that Participant or a voluntary separation scheme offered by a corporation within the MBGB Group; or
 - (d) resignation, retirement or removal of a Director, for any reason, save where such resignation, retirement or removal was due to the breach of duty, gross negligence or wilful misconduct of such Director; or
 - (e) transfer to any corporation outside the MBGB Group at the direction of the Company; or
 - (f) ill-health, injury, physical or mental disability; or
 - (g) any other circumstances which are acceptable to the ESS Committee.
- 12.2 Unless otherwise agreed in writing by the ESS Committee at its absolute discretion, upon the resignation of the Participant from his/her employment with the MBGB Group, an ESS Option and/or Shares Grant (as the case may be) shall lapse forthwith on the date the Participant tenders his/her resignation.
- 12.3 In the event a bankruptcy proceeding has commenced against a Participant, the ESS Option or Shares Grant (as the case may be) shall be suspended pending the outcome of the bankruptcy proceedings. If the bankruptcy proceeding is withdrawn, the suspension shall be lifted and the unvested and/or unexercised ESS Options and/or Shares Grant in respect of the Award shall be capable to be vested to the said Participant. However, an ESS Option or Shares Grant (as the case may be) shall immediately become void and of no further force and effect upon the Participant being adjudicated a bankrupt.
- 12.4 In the event of the liquidation of the Company or termination of the Scheme, all unexercised or unvested or partially unexercised or partially unvested ESS Options and Shares Grant shall lapse.
- 12.5 An ESS Option or Shares Grant (as the case may be) shall cease to be valid without any claim against the Company upon the happening of any event which results in the Participant being deprived of the beneficial ownership of the ESS Option or Shares Grant on the date such event occurs.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- 12.6 An ESS Option or Shares Grant (as the case may be) shall cease to be valid upon termination of the Scheme pursuant to By-Law 6.
- 12.7 Upon the termination of the ESS Options and/or Shares Grant (as the case may be) pursuant to this By-Law 12, the Participant shall have no right to compensation or damages or any claim against the Company for any loss of any right or benefit under the Scheme which he/she might otherwise have enjoyed, whether for wrongful dismissal or breach of contract or loss of office or otherwise howsoever arising from his/her ceasing to hold office or employment or from the suspension of his/her right to exercise or be vested his/her ESS Options and/or Shares Grant (as the case may be) or his/her ESS Options and/or Shares Grant (as the case may be) ceasing to be valid.

13. ALTERATION OF SHARE CAPITAL

- 13.1 Notwithstanding anything contained in these By-Laws and subject to any applicable laws and the Main Market Listing Requirements, in the event of any alteration in the capital structure of the Company prior to the Date of Expiry, whether by way of a capitalisation of profit or reserves, rights issue, reduction, subdivision or consolidation of capital or otherwise but excluding any cancellation of capital which is lost or unrepresented by available assets, the Company may in its discretion in good faith cause such adjustment to be made to the number of MBGB Shares which shall be exercisable or vested under an ESS Option(s) or Shares Grant(s) and/or the Exercise Price.
- 13.2 The following provisions shall apply in relation to an adjustment which is made pursuant to By-Law 13.1:
- (a) any adjustment to the Exercise Price shall be rounded up to the nearest one (1) sen; and
 - (b) in determining a Participant's entitlement to subscribe for MBGB Shares and/or number of MBGB Shares to be vested, any fractional entitlements will be disregarded.
- 13.3 By-Law 13.1 shall not be applicable where an alteration in the capital structure of the Company arises from any of the following:
- (a) an issue of new MBGB Shares or other securities convertible into MBGB Shares or rights to acquire or subscribe for MBGB Shares in consideration or part consideration for an acquisition of any other securities, assets or business;
 - (b) a special issue of new MBGB Shares to Bumiputera investors nominated by the Ministry of International Trade and Industry, Malaysia and/or other government authority to comply with the Government policy on Bumiputera capital participation;
 - (c) a private placement/restricted issue of new MBGB Shares by the Company;
 - (d) an issue of new MBGB Shares arising from the exercise of any conversion rights attached to securities convertible to MBGB Shares or upon exercise of any other rights including warrants and/or convertible loan stocks (if any) issued by the Company;
 - (e) an issue of new MBGB Shares upon the exercise of ESS Option(s) or Shares Grant(s) (if any) pursuant to the Scheme;
 - (f) any issue of MBGB Shares pursuant to a dividend reinvestment scheme in accordance with the Main Market Listing Requirements so long as it is not a Capital Distribution (as defined below) or bonus issue;
 - (g) a share buy-back arrangement by the Company, pursuant to Section 127 of the Act;
 - (h) an issue of further ESS Option(s) or Shares Grant(s) to Eligible Persons under these By-Laws; and
 - (i) any other proposals which will not result in an adjustment to the reference price of the MBGB Shares and as amended from time to time by the relevant authorities such as Bursa Securities and Securities Commission Malaysia.
- 13.4 In the event that the Company enters into any scheme of arrangement or reconstruction pursuant to Part III (Division 7, Subdivision 2) of the Act, By-Law 13.1 shall be applicable in respect of such part(s) of the scheme which involve(s) any alteration(s) in the capital structure of the Company, save that By-Law 13.3 shall be applicable in respect of such part(s) of the Scheme which involve(s) any alteration(s) in the capital structure of the Company which falls within By-Law 13.3.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- 13.5 An adjustment pursuant to By-Law 13.1 shall be made according to the following terms:
- (a) in the case of a rights issue, bonus issue or other capitalisation issue, on the next Market Day immediately following the Entitlement Date in respect of such issue; or
 - (b) in the case of a consolidation or subdivision of MBGB Shares or reduction of capital, on date on which the consolidation or subdivision or capital reduction becomes effective, or such period as may be prescribed by Bursa Securities.
- 13.6 Save for any alteration in the capital structure of the Company during the duration of the Scheme arising from bonus issues, subdivision or consolidation of shares, all adjustments must be confirmed in writing by an approved company auditor or Adviser, acting as an expert and not as an arbitrator, to be in his/her opinion fair and reasonable. Such confirmation shall be final and binding on all parties. In addition, the Company shall, at the request of any Participant, furnish such Participant with a certificate from an approved company auditor or Adviser (as the case may be) to the effect that in the opinion of such approved company auditor or Adviser (as the case may be), acting as an expert and not as an arbitrator, an adjustment is fair and reasonable either generally or as regards such Participant, and such certification shall be final and binding on all parties. For the purposes of these By-Laws, an "approved company auditor" shall have the meaning given in Section 2 of the Act and shall be the external auditors for the time being of the Company or such other external auditors as may be nominated by the Board.
- 13.7 The Board shall be guided by the adjustments as provided in the Schedule in determining the adjustments to be made pursuant to this By-Law 13.
- 13.8 Upon any adjustment being made, the ESS Committee shall within ten (10) Market Days give notice in writing to the Participant, to inform him/her of the adjustment and the event giving rise thereto.
- 13.9 Notwithstanding the other provisions referred to in the Schedule, in any circumstances where the ESS Committee considers that adjustments to the Exercise Price and/or any MBGB Shares relating to ESS Options and/or Shares Grant to be issued or vested as provided for under the provisions hereof should not be made, or should be or should not be calculated on a different basis or different date or that an adjustment to the Exercise Price and/or the adjustments to the number of MBGB Shares to be issued or vested relating to ESS Options and/or Shares Grant should be made notwithstanding that no adjustment is required under the provisions hereof, the Company may appoint an Adviser and/or an approved company auditor to consider whether for any reasons whatever the adjustment calculation or determination to be made (or the absence of an adjustment calculation or determination) is appropriate or inappropriate as the case may be. If such Adviser and/or approved company auditor shall consider the adjustment calculation or determination to be inappropriate, the adjustments shall be modified or nullified (or an adjustment calculation or determination made even though not required to be made) in such manner as may be considered by such Adviser and/or approved company auditor to be in their opinion appropriate.

14. LISTING OF NEW SHARES

- 14.1 If at the time of allotment of the new MBGB Shares pursuant to the exercise of an ESS Option or allotment of MBGB Shares pursuant to an Shares Grant (if any), the Company shall make an application to Bursa Securities for its permission for the listing of the new MBGB Shares so allotted in accordance with By-Law 39.4 and By-Law 43.1 (as the case may be).
- 14.2 The Company and the ESS Committee shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and however relating to the delay on the part of the Company in allotting and issuing the MBGB Shares or in procuring Bursa Securities to list the MBGB Shares for which the Participant(s) is entitled to.

15. RETENTION PERIOD

- 15.1 The MBGB Shares to be allotted and issued or transferred to the Participant pursuant to this Scheme will not be subjected to any retention period unless otherwise as stated in the Award(s) as determined by the ESS Committee from time to time. The expression "retention period" shall mean the period in which the MBGB Shares are awarded and issued pursuant to the Scheme must not be sold, transferred, assigned or otherwise disposed by the Participant(s). However, the Participant is encouraged to hold the MBGB Shares as an investment rather than to realise immediate gains from disposal.
- 15.2 Notwithstanding By-Law 15.1 above, the ESS Committee shall be entitled to prescribe or impose, in relation to any Award(s), any condition relating to any retention period or restriction on transfer (if applicable) as the ESS Committee sees fit.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

15.3 Notwithstanding By-Law 15.1 above, an Eligible Person who is a non-executive director must not sell, transfer or assign MBGB Shares obtained through the Shares Grant and/or exercise of ESS Options within one (1) year from the Date of Offer pursuant to Paragraph 8.20 of the Main Market Listing Requirements.

16. ADMINISTRATION

16.1 This Scheme shall be administered by the ESS Committee comprising such persons as shall be appointed from time to time by the Board of MBGB. The Board of MBGB shall have the discretion as it deems fit to approve, rescind and/or revoke the appointment of any person in the ESS Committee.

16.2 The ESS Committee shall be vested with such powers and duties as are conferred upon it by the Board of MBGB to administer the Scheme in such manner as it shall in its discretion deem fit, in accordance with the provisions set out in these By-Laws.

16.3 Without limiting the generality of By-Law 16.2, the ESS Committee may, for the purpose of administering the Scheme, do all acts and things, rectify any error(s) in the Award(s), enter into any transactions, agreements, deeds, documents or arrangements, and make rules, regulations or impose terms and conditions or delegate part of its power relating to the Scheme which the ESS Committee may in its discretion consider to be necessary or desirable for giving full effect to the Scheme, including the powers to:

- (a) subject to the provisions of the Scheme, construe and interpret the Scheme and Award(s) granted under it, to define the terms therein and to recommend to the Board to establish, amend and revoke rules and regulations relating to the Scheme and its administration. The ESS Committee in the exercise of this power may correct any defects, supply any omission, or reconcile any inconsistency in the Scheme or in any agreement providing for the Award(s) in a manner and to the extent it shall deem necessary to expedite and make the Scheme fully effective; and
- (b) determine all questions of policy and expediency that may arise in the administration of the Scheme and generally exercise such powers and perform such acts as are deemed necessary and/or expedient to promote the best interests of the Company.

16.4 In implementing the Scheme, the ESS Committee may at its absolute discretion decide that the Awards be satisfied by the following methods:

- (a) issuance of new MBGB Shares;
- (b) acquisition of existing MBGB Shares from the open market;
- (c) transfer of the Company's treasury shares, MBGB Shares held by the Trustee and/or any other methods as may be permitted by the Act;
- (d) payment by cash; or
- (e) a combination of any of the above.

In considering the settlement of the Awards, the ESS Committee will take into consideration, amongst others, factors such as the prevailing market price of MBGB Shares, funding considerations and dilutive effects on MBGB's capital base.

16.5 Any decision or determination of the ESS Committee made pursuant to the provisions of the Scheme (other than a matter to be certified and/or approved by the approved company auditors or Adviser) shall be final, binding and conclusive (including for the avoidance of doubt, any decision pertaining to any dispute as to the interpretation of the Scheme or any rule, regulation or procedure hereunder or as to any rights under the Scheme). The ESS Committee shall not be required to furnish any reason for any decision or determination made by it except as may be required by the relevant authorities.

16.6 Neither the Scheme nor Award under the Scheme shall impose on the Company, the Board, or the ESS Committee or any of its members any liability whatsoever in connection with:

- (a) the lapse of any Award pursuant to any provision of the Scheme;
- (b) the failure or refusal by the ESS Committee to exercise, or the exercise by the ESS Committee of, any discretion under the Scheme; and/or

- (c) any decision or determination of the ESS Committee made pursuant to any provision of the Scheme.

17. AMENDMENT AND/OR MODIFICATION TO THE SCHEME

- 17.1 Subject to the compliance with the requirements of Bursa Securities and any other relevant authorities and their approvals being obtained (if required under the Main Market Listing Requirements and applicable laws and regulations), the ESS Committee may at any time and from time to time recommend to the Board any additions or amendments to or deletions of these By-Laws as it shall in its discretion think fit and the Board shall have the power by resolution to add to, amend or delete all or any of these By-Laws upon such recommendation **PROVIDED ALWAYS THAT** no additions or amendments to or deletions of these By-Laws shall be made which will:
 - (a) materially prejudice any rights then accrued to any Participant without the prior consent or sanction of that Participant (as the case may be);
 - (b) increase the number of MBGB Shares available under the Scheme beyond the Maximum Awards set out in By-Law 5 above;
 - (c) prejudice any rights of the shareholders of the Company without the prior approval of the Company's shareholders in a general meeting; or
 - (d) alter to the advantage of any Participant or group of Participants or all the Participants in respect of any matters which are required to be contained in these By-Laws unless allowed otherwise by the provisions of the Main Market Listing Requirements.
- 17.2 Any amendments/modifications to these By-Laws shall not contravene any of the provisions stipulated under the Main Market Listing Requirements and/or any other relevant regulatory authority in relation to share issuance schemes and/or share grant schemes.
- 17.3 Upon amending and/or modifying all or any of the provisions of the Scheme, the Company shall within five (5) Market Days after the effective date of the amendments caused to be submitted to Bursa Securities the amended By-Laws and a confirmation letter in the form required under the Main Market Listing Requirements that the said amendment and/or modification complies and does not contravene any of the provisions of the Main Market Listing Requirements on share issuance schemes and/or share grant schemes (as the case may be) and the Rules of Bursa Depository.
- 17.4 The ESS Committee shall within five (5) Market Days of any amendment and/or modification made pursuant to these By-Laws notify the Participants in writing of any amendment and/or modification made pursuant to these By-Laws.

18. DISPUTES AND ERRORS AND OMISSIONS

- 18.1 In the event of any dispute or difference arising between the ESS Committee and an Eligible Person or a Participant, as to any matter or thing of any nature arising hereunder, the ESS Committee shall determine such dispute or difference by a written decision (without the obligation to give any reason thereof) to the Eligible Person or the Participant, as the case may be **PROVIDED THAT** where the dispute or difference is raised by a member of the ESS Committee, the said member shall abstain from voting in respect of the decision of the ESS Committee in that instance.
- 18.2 In the event the Eligible Person or the Participant, as the case may be, shall dispute the decision made by the ESS Committee within fourteen (14) days of the receipt of the written decision, then such dispute or difference shall be referred to the Board, whose decision shall be final and binding in all respects, provided that any Director of the Company who is also in the ESS Committee shall abstain from voting in respect of the decision and no person shall be entitled to dispute any decision or certification which is stated to be final and binding under these By-Laws.
- 18.3 Notwithstanding anything herein to the contrary, any costs and expenses incurred in relation to any dispute or difference or appeal brought by any party to the ESS Committee shall be borne by such party.
- 18.4 If in consequence of an error or omission, the ESS Committee discovers or determines that:
 - (a) an Eligible Person who was selected by the ESS Committee as a Selected Person, has not been given the opportunity to participate in the Scheme on any occasion; or

- (b) the number of MBGB Shares allotted, issued, transferred or vested to any Participant on any occasion is found to be incorrect;

the ESS Committee and/or the Trustee may do all such acts and things to rectify such error or omission and ensure that the Eligible Person is given the opportunity to participate in the Scheme and/or the aggregate number of MBGB Shares to which the Participant is correctly entitled to is credited into the Participant's CDS account.

19. SCHEME NOT A TERM OF EMPLOYMENT

This Scheme shall not form part of or constitute or in any way be construed as a term or condition of employment of any Eligible Person. This Scheme shall not confer or be construed to confer on an Eligible Person any special rights or privileges over the Eligible Person's terms and conditions of employment in the MBGB Group nor any rights in addition to any compensation or damages that the Eligible Person may be normally entitled to arising from the cessation of such employment. The terms of employment of an Eligible Person shall not be affected by his/ her participation in the Scheme.

20. COSTS AND EXPENSES

All fees, costs and expenses incurred in relation to the administration and management of the Scheme including but not limited to the fees, costs and expenses relating to the grant, vesting, allotment and issue and/or transfer of the MBGB Shares pursuant to the exercise or vesting of any ESS Option or Shares Grant shall be borne by the Company. Notwithstanding this, the Participant shall bear any fees, costs and expenses incurred in relation to his/ her acceptance of an Award and exercise of the ESS Option, opening and maintaining of his/ her respective CDS Account and sale of MBGB Shares in the market.

21. CONSTITUTION

Notwithstanding the terms and conditions contained in these By-Laws, if a situation of conflict should arise between these By-Laws and the Constitution of the Company, the provisions of the Constitution of the Company shall prevail at all times save and except where such provisions of these By-Laws are included pursuant to the Main Market Listing Requirements in which event such provisions of these By-Laws shall prevail.

22. INSPECTION OF AUDITED ACCOUNTS

All Participants are entitled to inspect the latest audited accounts of the Company during the normal office hours on any working day at the Registered Office of the Company.

23. TRANSFER FROM OTHER CORPORATIONS TO THE MBGB GROUP

In the event that:

- (i) a Director or an Employee who was employed in a corporation which is not within the MBGB Group and is subsequently transferred from such corporation to any corporation within the MBGB Group; or
- (ii) a Director or an Employee who was in the employment with a corporation which subsequently becomes a member of the MBGB Group as a result of a restructuring exercise or otherwise involving MBGB and/or any corporation within the MBGB Group with any of the first mentioned corporation stated in (i) above;

(the first mentioned corporation in (i) and (ii) above are hereinafter referred to as the "Previous Company"), such a Director or an Employee of the Previous Company ("the Affected Director/Employee"), subject to By-Law 6, will be eligible to participate in the Scheme only for the remaining duration of the Scheme, if the affected Director or Employee becomes an "Eligible Person" within the meaning under these By-Laws, subject always to the ESS Committee's discretion.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

For the avoidance of doubt, in the event of any acquisition or incorporation of any corporation into the MBGB Group pursuant to part (ii) above as a subsidiary pursuant to Section 4 of the Act, the Scheme shall apply to the Directors and Employees of such corporation on the date such corporation becomes a subsidiary of MBGB Group (provided that such subsidiary is not dormant) falling within the meaning of the expression of "Eligible Person" under these By-Laws.

24. DIVESTMENT FROM THE MBGB GROUP

24.1 If a Participant who held office or was in employment with a corporation which ceases to be a corporation within the MBGB Group due to a subsequently disposal or divested (in whole or in part) from the MBGB Group, then such Participant:

- (a) shall cease to be capable of being vested any unvested Awards awarded to him/her under the Scheme, unless otherwise determined by the ESS Committee;
- (b) will not be entitled to exercise any unexercised vested ESS Options, unless the ESS Committee at its discretion permit such exercise of the unexercised vested ESS Option or the vesting of the unvested Awards including its allocation thereof. For the avoidance of doubt, save and except to the extent permitted by the ESS Committee, all existing Awards shall automatically lapse and be null and void and of no further force and effect, and
- (c) shall not be eligible to participate for further Awards under the Scheme.

24.2 For the purpose of By-Law 24.1, a corporation shall be deemed to be divested from the MBGB Group in the event that such corporation would no longer be a subsidiary of MBGB pursuant to Section 4 of the Act.

25. TAKEOVER AND DISPOSAL OF ASSETS

Subject to the provisions of any applicable statutes, rules, regulations and/or conditions issued by the relevant regulatory authorities, in the event of:

- (a) a take-over offer being made for the Company, under the Malaysian Code on Take-Overs and Mergers 2016 and Rules on Take-overs, Mergers and Compulsory Acquisitions (or any replacement thereof), to acquire the whole of the issued ordinary share capital of the Company (or such part thereof not at the time held by the person making the take-over offer ("**Offeror**") or any persons acting in concert with the Offeror); or
- (b) the Offeror becoming entitled or bound to exercise the right of compulsory acquisition of MBGB Shares under the provisions of any applicable statutes, rules and/or regulations and gives notice to the Participants that it intends so to exercise such rights on a specific date ("**Specified Date**"); or
- (c) the Company disposes of all or substantially all of its assets and the disposal becomes unconditional;

the ESS Committee may at its discretion to the extent permitted by law permit the vesting of the Awards and the Participant(s) will be entitled to within such period to be determined by the ESS Committee to subscribe and/or exercise all or any of his/her Awards and the Board shall use their best endeavours to procure that such a general offer be extended to the new MBGB Shares that may be issued pursuant to the Award(s) under these By-Laws.

In the foregoing circumstances, all Award(s) which the ESS Committee permits to be vested and/or exercisable, shall automatically lapse and become null and void to the extent remain unvested and/or unexercised by the date prescribed by the ESS Committee notwithstanding that the Award vesting date has not commenced or has not expired.

26. SCHEME OF ARRANGEMENT, AMALGAMATION AND RECONSTRUCTION

Notwithstanding By-Laws 39 and 41 and subject to the discretion of the ESS Committee, in the event of the court sanctioning a compromise or arrangement between the Company and its members proposed for the purposes of, or in connection with, a scheme of arrangement and reconstruction of the Company or its amalgamation with any other corporation or corporations, the ESS Committee may at its absolute discretion decide whether a Participant may be entitled to be vested and/or to exercise all or any of his/her unvested and/or unexercised Awards at any time commencing from the date upon which the compromise or arrangement is sanctioned by the court and ending on the date upon which it becomes effective **PROVIDED ALWAYS THAT** no Awards shall be vested and Awards shall be subscribed and/or exercised after the expiry of the effective date of the compromise or arrangement. Upon the compromise or arrangement becoming effective, all unvested and/or unexercised Awards shall automatically lapse and shall become null and void and of no further force and effect.

27. SUBSEQUENT EMPLOYEE SHARE SCHEMES

Subject to the Main Market Listing Requirements, approval of the relevant authorities and/or the shareholders of the Company and without derogating the right of the Company to implement more than one employee share scheme, share issuance scheme and/or share grant scheme under By-Law 5.4, the Company may establish a new employee share scheme, share issuance scheme and/or share grant scheme after the expiry date of this Scheme or upon termination of this Scheme.

28. NO COMPENSATION

28.1 No Eligible Person shall be entitled to any compensation for damages or otherwise arising from the termination of the Award(s) or this Scheme or prospective right or benefit under this Scheme pursuant to the provisions of these By-Laws.

28.2 Notwithstanding any provisions of these By-Laws:

- (a) this Scheme shall not form part of any contract of employment between the Company or any corporation within the MBGB Group and any Eligible Person of any corporation of the MBGB Group. The rights of any Eligible Person under the terms of his/her office and/or employment with any corporation within MBGB Group shall not be affected by his/her participation in the Scheme, nor shall such participation of the Award(s) or consideration for the Award(s) afford such Eligible Person any additional rights to compensation or damages in consequence of the termination of such office or employment for any reason;
- (b) this Scheme shall not confer on any person any legal or equitable right or other rights under any other law (other than those constituting the Award(s)) against the Company or any corporation of MBGB Group, directly or indirectly, or give rise to any course of action in law or in equity or under any other law against any corporation within MBGB Group;
- (c) no Participant(s) or his/her legal representative (as the case may be) shall bring any claim, action or proceeding against any corporation of MBGB Group, their directors, the ESS Committee or any other party for compensation, loss or damages whatsoever and howsoever arising from the suspension/cancellation of his/her rights to his/her Award(s) or his/her Award(s) ceasing to be valid pursuant to the provisions of these By-Laws; and
- (d) the Company, the Board (including Directors that had resigned but were on the Board during the duration of the Scheme), the Trustee or the ESS Committee shall in no event be liable to the Participant(s) or his/her legal representative (as the case may be) or any other person or entity for any third party claim, loss of profits, loss of opportunity, loss of savings or any punitive, incidental or consequential damage, including without limitation lost profits or savings, directly or indirectly arising from the breach or non-performance of these By-Laws or any loss suffered by reason of any change in the price of the MBGB Shares or from any other cause whatsoever whether known or unknown, contingent, absolute or otherwise, whether based in contract, tort, equity, indemnity, breach of warranty or otherwise and whether pursuant to common law, statute, equity or otherwise, even if any corporation of MBGB Group, the Board or the ESS Committee has been advised of the possibility of such damage.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

29. TAXES

All costs, fees, levies, charges and/or taxes (including, without limitation, income tax), if any, arising from the acceptance and vesting of the MBGB Shares pursuant to the Shares Grant(s) and/or exercising of the ESS Option(s) under the Scheme shall be borne by the Participant(s) for his own account and the Company shall not be liable for any one or more of such costs, fees, levies, charges and/or taxes.

30. WINDING UP

All outstanding ESS Options and Shares Grant shall be automatically terminated in the event that a resolution is passed or a court order is made for the winding up of the Company.

31. SEVERABILITY

If any time any term, condition, stipulation or provision in these By-Laws is or becomes illegal, void, prohibited or unenforceable in any respect, the same shall be ineffective to the extent of such illegality, voidness, prohibition or unenforceability without invalidating the remaining provisions hereof, and any such illegality, voidness, prohibition or unenforceability shall not invalidate or render illegal, void or unenforceable any other term, condition, stipulation and provision herein contained.

32. GOVERNING LAW AND JURISDICTION

32.1 These By-Laws shall be governed by and construed in accordance with the laws of Malaysia and the Participant shall submit to the exclusive jurisdiction of the Courts of Malaysia in all matters connected with the obligations and liabilities of the parties hereto under or arising out of these By-Laws.

32.2 Any proceeding or action shall be instituted or taken in Malaysia and the Participant irrevocably and unconditionally waives any objection on the ground of venue or forum non-convenience or any other grounds.

32.3 Any Award made to Eligible Persons pursuant to the Scheme shall be valid strictly in Malaysia only and shall not be deemed to be made or offered in any country or jurisdiction other than Malaysia unless specifically mentioned otherwise by the ESS Committee in the Award.

32.4 In order to facilitate and Award (and/or the benefit thereof) under this Scheme, the ESS Committee may provide for such special terms to the Eligible Persons who are employed or appointed by any corporation in the MBGB Group in a particular jurisdiction, or who are nationals of any particular jurisdiction, that is outside Malaysia, as the ESS Committee may consider necessary or appropriate for the purposes of complying with differences in local law, tax, policy or custom of that jurisdiction.

32.5 The ESS Committee may further approve such supplements to or amendments, restatements or alternative versions of the Scheme as it may consider necessary or appropriate for such purposes without affecting the terms of the Scheme as in effect for any other purpose, and the secretary of the Company or any other appropriate officer of the Company may certify any such document as having been approved and adopted in the same manner as the Scheme. No such special terms, supplements, amendments or restatements, however, shall include any provisions that are inconsistent with the terms of this Scheme, as then in effect unless this Scheme has been amended to eliminate such inconsistency. Notwithstanding the above, any Award offered to such Selected Person pursuant to the Scheme shall be valid strictly in Malaysia only unless specifically mentioned otherwise by the ESS Committee in the Award.

32.6 No action has been or will be taken by the Company to make the Scheme valid in any country or jurisdiction other than Malaysia or to ensure compliance of the Award with all applicable laws and regulations in any other country or jurisdiction other than Malaysia. No action has or will be taken also by the Company to ensure compliance by the Selected Person to whom the Award is offered, with all applicable laws and regulations in such other country or jurisdiction in which the Eligible Person accepts the Award or be vested the new MBGB Shares under the Award.

32.7 Any Selected Person to whom the Award is offered is required to ensure that they comply with all applicable laws and regulations in each country or jurisdiction in or from which they accept the Award or be vested the MBGB Shares under the Award. By their acceptance of the Award, each Participant has represented, warranted and agreed that they have and will continue to observe all applicable laws and regulations in the jurisdiction in which they accept the Award and/or be vested the MBGB Shares under the Award.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

33. NOTICE

33.1 Any notice or request which the Company is required to give, or may desire to give, to any Eligible Person, Selected Person or the Participant pursuant to the Scheme shall be in writing and shall be deemed to be sufficiently given:

- (a) if it is sent by ordinary post by the Company to the Eligible Person, Selected Person or the Participant at the last address known to the Company as being his/her address, such notice shall be deemed to have been received three (3) Market Days after posting;
- (b) if it is given by hand to the Eligible Person, Selected Person or the Participant, such notice or request shall be deemed to have been received on the date of delivery; and
- (c) if it is sent by electronic media, including but not limited to electronic mail, to the Eligible Person, Selected Person or the Participant, such notice or request shall be deemed to have been received upon confirmation or notification received after the sending of notice or request by the Company.

Any change of address of the Eligible Person, Selected Person or the Participant shall be communicated in writing to the Company and the ESS Committee.

33.2 Any certificate, notification, correspondence or other notice required to be given to the Company or the ESS Committee shall be properly given if in writing and sent by registered post or delivered by hand (with acknowledgement of receipt) to the Company at its business address at V06-07-03A, Lingkaran SV, Sunway Velocity, 55100 Kuala Lumpur, Malaysia or any other business address which may be notified in writing by the ESS Committee from time to time.

33.3 Notwithstanding By-Law 33.1, where any notice is required to be given by the Company or the ESS Committee under these By-Laws in relation to matters which may affect all the Eligible Persons or Participants, as the case may be, the Company or the ESS Committee may give notice through an announcement to all Employees of the MBGB Group to be made in such manner deemed appropriate by the ESS Committee. Upon the making of such an announcement, the notice to be made under By-Law 33.1 shall be deemed to be sufficiently given, served or made to all affected Eligible Person or Participants, as the case may be.

34. DECISION OF ESS COMMITTEE

34.1 Any decision made by the ESS Committee under these By-Laws shall, save for any manifest or error, be final and binding.

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PART B: ESS OPTIONS

35. AWARD OF ESS OPTIONS

- 35.1 The ESS Committee may, at any time during the duration of the Scheme as defined in By-Law 6, offer ESS Options (whether on an annual basis or otherwise at the sole and absolute discretion of the ESS Committee) in writing to any Selected Person (based on the criteria of allocation as set out in By-Law 8) selected by the ESS Committee which selection shall be at the absolute discretion of the ESS Committee and the Company shall make the requisite announcements in respect thereof to Bursa Securities.
- 35.2 The actual number of MBGB Shares arising from the exercise of the ESS Options, which may be offered to a Selected Person shall be at the sole and absolute discretion of the ESS Committee and, subject to any adjustments that may be made under By-Law 13, shall not be less than one hundred (100) MBGB Shares but not more than the Maximum Allowable Allocation and shall always be in multiples of one hundred (100) MBGB Shares.
- 35.3 An Award of ESS Options may be made upon such terms and conditions as the ESS Committee may decide from time to time. Each Award of ESS Options shall be made in writing and is personal to the Selected Person and is non-assignable and non-transferable.
- 35.4 The ESS Committee may state the following particulars in the Award Letter (where applicable):
- (a) the number of ESS Options that are being offered to the Selected Person;
 - (b) the number of MBGB Shares which the Selected Person shall be entitled to upon the vesting and exercise of the ESS Options being offered;
 - (c) the ESS Period;
 - (d) the Exercise Period;
 - (e) the Exercise Price;
 - (f) the Validity Period as defined in By-Law 36.1;
 - (g) whether the ESS Options is conditional, any vesting, service and/or performance conditions (“**Vesting Conditions**”), the performance period, service period, vesting period, and vesting date(s) but in any event such period(s) and date(s) shall not be later than the Date of Expiry; and
 - (h) any other information deemed necessary by the ESS Committee.
- 35.5 Without prejudice to By-Laws 17 and 18, in the event of an error on the part of the Company in stating any of the particulars referred to in By-Law 35.4, the following provisions shall apply:
- (a) within one (1) month after discovery of the error, the Company shall issue a supplemental Award Letter, stating the correct particulars referred to in By-Law 35.4;
 - (b) in the event that the error relates to particulars other than the Exercise Price, the Exercise Price applicable in the supplemental Award Letter shall remain as the Exercise Price as per the original Award Letter; and
 - (c) in the event that the error relates to the Exercise Price, the Exercise Price applicable in the supplemental Award Letter shall be the Exercise Price applicable as at the date of the original Award Letter, save and except with respect to any ESS Option which have already been exercised as at the date of issue of the supplemental Award Letter.
- 35.6 Subject to By-Law 35, nothing herein shall prevent the ESS Committee from making more than one (1) Award of ESS Options to any Selected Person **PROVIDED ALWAYS THAT** the total aggregate number of MBGB Shares which may be offered to any Selected Person (inclusive of MBGB Shares previously offered under the Scheme, if any) shall not exceed the Maximum Allowable Allocation of that Selected Person as set out in By-Law 8.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- 35.7 The ESS Committee has the discretion not to make further additional Awards of ESS Options. Subject to the above limit, each Award of ESS Options made to any Selected Person by the ESS Committee shall be separate and independent from any previous or later Award of ESS Options made by the ESS Committee to that Selected Person.
- 35.8 The Awards of ESS Options shall automatically lapse and be null and void in the event of the death of the Selected Person or cessation of employment or contract services of the Selected Person for any reason whatsoever prior to the acceptance of the Awards of ESS Options by the Selected Person in the manner set out in By-Law 36.
- 35.9 After each adjustment following an alteration of the Company's share capital as stipulated in By-Laws 13.1 and 13.2 and the Company informing the Participant of such adjustment pursuant to By-Law 13.8, upon the return by a Participant of the original Award Letter to the Company, that letter shall be amended or a new Award Letter shall be issued within one (1) month from the date of return of the original Award Letter, to reflect the adjustment made to the number of ESS Options granted to the Participant and/or the Exercise Price.
- 35.10 The ESS Committee may, by giving notice in writing to the Selected Person, vary or waive the terms of any Vesting Condition, performance period, service period, vesting period or other conditions.
- 35.11 The Company shall keep and maintain at its own expense a register of Participants and shall enter the names, addresses and identity card issued under the National Registration Act 1959, or passport numbers or other identification number, and the nationality of the Participants, the Maximum Allowable Allocation, the number of ESS Options offered, the number of ESS Options accepted and exercised, the Date of Offer and the exercise price and other particulars as may be prescribed under Section 129 of the Act.
- 35.12 For the avoidance of doubt, there shall be no legal, equitable or other obligation whatsoever on the part of the ESS Committee to consider making, or to make, any Award of ESS Options to any or all of the Eligible Persons.
- 35.13 The ESS Committee shall have the absolute discretion in determining whether the Awards of ESS Options will be granted in one (1) single award or on a staggered basis and/or in several tranches over the duration of the Scheme.
- 35.14 Each vested ESS Option shall be exercisable into one (1) MBGB Share, fully issued and paid-up, in accordance with the provisions of these By-Laws.

36. ACCEPTANCE OF THE AWARD OF ESS OPTIONS

- 36.1 An Award of ESS Option(s) shall be valid for a period of thirty (30) calendar days from the Date of Offer or such period as the ESS Committee at its discretion, determines on a case-to-case basis ("**Validity Period**"). Acceptance of the said Award of ESS Options by a Selected Person shall be made by way of a written notice from the Selected Person to the ESS Committee in the form prescribed by the ESS Committee and accompanied by the payment of Ringgit Malaysia One (RM1.00) only as non-refundable consideration for the acceptance of each Award of ESS Options (regardless of the number of shares comprised therein).
- 36.2 In the event that the Selected Person fails to accept the Award of ESS Options or pay the acceptance consideration as set out in By-Law 36.1 within the Validity Period and in the manner aforesaid, or in the event of death or cessation of employment of the Selected Person or the Selected Person becomes a bankrupt prior to his/her acceptance of the Award(s) of ESS Options, the said Award of ESS Options shall be deemed to have lapsed. The Award(s) of ESS Options may, at the discretion of the ESS Committee, be re-offered to the same or other Selected Person.
- 36.3 Upon acceptance of the Award(s) of ESS Options by the Selected Person(s), the Award(s) of ESS Options will be vested to the Participant(s) on the vesting date during the duration of the Scheme, subject to the Participant(s) fulfilling the Vesting Condition(s), if any, as determined by the ESS Committee.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

37. EXERCISE PRICE

37.1 The Exercise Price of each Share comprised in any ESS Option shall be:

- (a) the weighted average market price of the MBGB Shares for the five (5) Market Days at the Date of Offer less a discount of not more than ten per centum (10%) therefrom or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time; or
- (b) such minimum price payable for shares under a share issuance scheme as may be permitted by the provisions of the Act and the Main Market Listing Requirements;

as determined by the Board upon recommendation of the ESS Committee which shall be binding and conclusive.

37.2 The Exercise Price shall be subject to any adjustments provided under By-Law 13.

38. VESTING CONDITIONS

38.1 Subject to By-Laws 6, 7 and 38.2, the ESS Option(s) or such part thereof will only vest to the Participant on the vesting date(s) if:

- (a) the Participant remains in employment by or appointment in the MBGB Group as at the vesting date; and
- (b) the other Vesting Conditions (if any) are fully and duly satisfied.

38.2 The ESS Committee shall have the discretion to determine whether any Vesting Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the ESS Committee shall have the right to make reference to (among others) the audited results of the MBGB Group, to take into account such factors as the ESS Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, to amend any Vesting Conditions if the ESS Committee decides that a changed performance target would be a fairer measure of performance.

38.3 Where the ESS Committee has made the determination that the Vesting Conditions and all other stipulated conditions have been fulfilled (whether fully or partially) pursuant to the ESS Option, the ESS Committee shall notify the Participant of the number of ESS Options vested and the vesting date of such ESS Option. No Participant shall have any right to exercise any ESS Options granted to the Participant until the ESS Options are vested on the Participant pursuant to these By-Laws. The decision and/or determination of the ESS Committee on the vesting of the ESS Option on the Participant pursuant to these By-Laws shall be final and conclusive.

38.4 Unless otherwise determined by the ESS Committee if the Vesting Conditions are not fulfilled in accordance with the period as set out in the Award Letter, that ESS Option(s) shall lapse and be of no value.

39. EXERCISE OF ESS OPTIONS

39.1 Subject to By-Laws 39.2 and 39.7, an ESS Option can be exercised by the Participant by notice in the prescribed form to the Company on the first or fifteenth of every month during the Exercise Period in respect of all or any part of the MBGB Shares comprised in the ESS Option, such part being in multiples of one hundred (100) MBGB Shares. For the avoidance of doubt, if the first or fifteenth day of any month shall fall on a day which is not a Market Day, then the notice in writing by the Participant to the Company shall be submitted on the Market Day immediately following the first or fifteenth of the said month. Any partial exercise of an ESS Option shall not preclude the Participant from exercising the ESS Option in respect of the balance of the MBGB Shares comprised in the ESS Option. In the event that an Participant's balance of ESS Option(s) exercisable in accordance with these By-Laws shall be less than one hundred (100) new MBGB Shares, the said balance shall, if exercised, be exercised in a single tranche.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- 39.2 Subject to By-Laws 13 and 17, the ESS Committee may, at any time and from time to time, before and after an ESS Option is granted, limit the exercise of the ESS Option to a maximum number of MBGB Shares and/or such percentage of the total MBGB Shares comprised in the ESS Option during such periods within the ESS Period, subject to the exercise of the ESS Option to any Vesting Condition determined by the ESS Committee at its sole and absolute discretion including but not limited to performance/ service targets being achieved before an ESS Option(s) can be exercised and/or impose any other terms and/or conditions (including the time period to exercise the ESS Option) as the ESS Committee may, in its sole discretion deem appropriate including amending or varying any terms or conditions imposed earlier.
- 39.3 Every such notice to exercise the ESS Option referred to in By-Law 39.1 shall be accompanied by a remittance in RM in the form of a bankers' draft or cashiers' order drawn and payable in Malaysia or any other from acceptable to the ESS Committee for the full amount of subscription monies (calculated in accordance with the provisions of By-Law 39) in relation to the number of MBGB Shares in respect of which the written notice is given.
- 39.4 The Company shall allot and issue such new MBGB Shares and/or transfer from its treasury shares to the Participant in accordance with the provisions of the Company's Constitution, the Central Depositories Act and the Rules of Bursa Depository, despatch the notice of allotment or transfer to the Participant and make an application for the listing of the new MBGB Shares within eight (8) Market Days from the receipt by the Company of the aforesaid notice and remittance from the Participant or such other period as may be prescribed by Bursa Securities.
- 39.5 The ESS Committee, the Board of MBGB and the Company shall not under any circumstances whatsoever be liable for any costs, expenses, charges and damages whatsoever and howsoever arising whether arising directly or indirectly from any delay on the part of the Company in allotting and issuing of the new MBGB Shares and/or transferring from its treasury shares or in procuring Bursa Securities to list the new MBGB Shares for which the Participant is entitled to subscribe or otherwise or any delay in receipt or non-receipt by the Company of the notice to exercise the ESS Option or for any errors in any Award of ESS Options or any other matters or dealings which are outside the control of the Company, the Board and/or the ESS Committee.
- 39.6 The Participant who exercises his/her ESS Option shall provide the ESS Committee with his/her CDS Account number or the CDS Account number of his/her Authorised Nominee, as the case may be, in the notice referred to in By-Law 39.1. The MBGB Shares to be issued and/or transferred pursuant to the exercise of an ESS Option will be credited directly into the CDS Account of the Participant or his/her Authorised Nominee, as the case may be and a notice of allotment stating the number of shares credited into such CDS Account will be issued and/or transferred to the Participant within eight (8) Market Days from the receipt by the Company of the written notice of exercise of the ESS Option together with the requisite remittance of monies or such other period as may be prescribed or allowed by Bursa Securities and no physical share certificate will be issued.
- 39.7 In the event that an Participant is subject to a performance improvement plan ("**PIP**")/ disciplinary proceedings (whether or not such PIP/disciplinary proceedings will give rise to a dismissal or termination of service) the ESS Committee shall have the right, to suspend the Participant's ESS Option from being vested and/or exercised pending the achievement of the stipulated improvement plan targets by the Participant/ the outcome of such disciplinary proceedings. The ESS Committee may impose such terms and conditions as the ESS Committee shall deem appropriate having regard to the nature of the PIP/charges made or brought against the Participant **PROVIDED ALWAYS THAT:**
- (a) in the event that such Participant shall subsequently achieve the stipulated improvement plan targets/be found not guilty of the charges which give rise to such disciplinary proceedings, the ESS Committee shall reinstate the rights of such Participant to be vested and/or to exercise his/her vested ESS Option;
 - (b) in the event the Participant fails to achieve the stipulated improvement plan targets/disciplinary proceedings result in a recommendation for the dismissal or termination of service of such Participant, the ESS Option (whether or not vested) shall immediately cease without notice and be null and void and of no further force and effect upon pronouncement of the dismissal or termination of service of such Participant notwithstanding that such recommendation may be subsequently challenged by the Participant in any other forum; and
 - (c) in the event such Participant only partially achieves the stipulated improvement plan targets/is found guilty but not dismissed or termination of service is not recommended, the ESS Committee shall have the right to determine at its discretion whether or not the Participant may continue to be vested and/or to exercise his/her ESS Option and/or adjust such number of ESS Options to be vested and if so, to impose such limits, terms and conditions as it deems appropriate, on such vesting and/or exercise.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

The ESS Committee may, after a warning /caution letter has been issued to a Participant by the relevant corporation within the MBGB Group suspend the Participant's ESS Option from being vested and/or exercised until such time as the ESS Committee determines at its discretion whether or not the Participant may continue to be vested and/or exercise his/her ESS Option and if so, whether to impose such limits, terms and conditions as the ESS Committee deems appropriate, on such vesting and/or exercise.

For the purpose of this By-Laws, a Participant shall be deemed to be subject to "disciplinary proceedings" if:

- (i) he/ she is suspended from work pending investigation into his/ her conduct;
- (ii) he/ she is issued with a letter requiring him/ her to attend an internal domestic inquiry; or
- (iii) such other instances as the ESS Committee may deem as being subject to disciplinary proceedings.

- 39.8 All ESS Options to the extent unexercised and/or unvested on the expiry or earlier termination of the ESS Period applicable thereto shall lapse.
- 39.9 Any failure to comply with the procedures specified by the ESS Committee or to provide information as required by the Company in the notice to exercise or inaccuracy in the CDS Account number provided shall result in the notice to exercise being rejected at the discretion of the ESS Committee. The ESS Committee shall inform the Participant of the rejection of the notice of exercise within ten (10) Market Days from the date of rejection and the Participant shall not be deemed to have exercised his/her ESS Option.
- 39.10 The Company, the Board and the ESS Committee shall not under any circumstances be held liable to any person for any costs, losses, expenses, damages or liabilities whatsoever and howsoever arising in the event of any delay on the part of the Company in allotting and issuing or crediting the MBGB Shares or in procuring the relevant authorities to list and quote the MBGB Shares subscribed for by a Participant (where applicable) or any delay in receipt or non-receipt by the Company of the notice to exercise the ESS Options or for any errors in any ESS Options or any other matters or dealings which are outside the control of the Company, the Board and/or the ESS Committee.
- 39.11 Every ESS Option shall be subjected to the condition that no MBGB Shares shall be vested, issued, transferred and/or credited pursuant to the exercise of an ESS Option if such vesting, issue, transfer and/or crediting would be contrary to any law, enactment, rule and/or regulation of any legislative or non-legislative body which may be in force during the ESS Period or such period as may be extended.
- 39.12 In implementing this Scheme but subject to the Act, Main Market Listing Requirements, Constitution and the applicable laws, the ESS Committee may at its absolute discretion decide that the ESS Option be satisfied by the following methods:
- (a) issuance of new MBGB Shares;
 - (b) acquisition of existing MBGB Shares from the open market;
 - (c) transfer of MBGB's treasury shares (if any) or any other methods as may be permitted by the Act; or
 - (d) payment by cash; or
 - (e) a combination of any of the above.

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PART C: SHARES GRANT

40. SHARES GRANT

- 40.1 The ESS Committee may, at any time during the duration of the Scheme as defined in By-Law 6, grant Shares Grant(s) (whether on an annual basis or otherwise at the sole and absolute discretion of the ESS Committee) in writing to any Eligible Person (based on the criteria of allocation as set out in By-Law 8) selected by the ESS Committee which selection shall be at the absolute discretion of the ESS Committee and the Company may make the requisite announcements in respect thereof to Bursa Securities.
- 40.2 The actual number of MBGB Shares which may be offered to an Eligible Person shall be at the sole and absolute discretion of the ESS Committee and, subject to any adjustments that may be made under By-Law 13, shall not be less than one hundred (100) MBGB Shares but not more than the Maximum Allowable Allocation and shall always be in multiples of one hundred (100) MBGB Shares.
- 40.3 A Shares Grant may be made upon such terms and conditions as the ESS Committee may decide from time to time. Each Shares Grant shall be made in writing and is personal to the Selected Person and is non-assignable and non-transferable.
- 40.4 The ESS Committee may state the following particulars in the Award Letter (where applicable):
- (a) the number of MBGB Shares to be granted to the Selected Person;
 - (b) the ESS Period;
 - (c) the Date of Offer;
 - (d) whether the Shares Grant is conditional, the Vesting Conditions, the performance period, service period, vesting period, and vesting date(s) but in any event such period(s) and date(s) shall not be later than the Date of Expiry; and
 - (e) any other information deemed necessary by the ESS Committee.
- 40.5 The ESS Committee shall notify each Participant of the Shares Grant of such performance targets, performance period, service period, vesting period, Vesting Conditions, vesting date(s) or such other conditions to be stipulated by the ESS Committee and the number of MBGB Shares vested onto him/ her on the vesting dates PROVIDED THAT there may be excluded from such notice any information the disclosure of which the ESS Committee shall reasonably consider would prejudice confidentiality.
- 40.6 Without prejudice to By-Laws 17 and 18, in the event of an error on the part of the Company in stating any of the particulars referred to in By-Laws 40.4 and/or 40.5, the Company shall issue a supplemental Award Letter, stating the correct particulars referred to in By-Law 40.4 and/or 40.5 within one (1) month after discovery of the error.
- 40.7 Subject to By-Law 40, nothing herein shall prevent the ESS Committee from making more than one (1) Shares Grant to any Selected Person **PROVIDED ALWAYS THAT** the total aggregate number of MBGB Shares which may be offered to any Selected Person (inclusive of MBGB Shares previously offered under the Scheme, if any) shall not exceed the Maximum Allowable Allocation of that Selected Person as set out in By-Law 8.
- 40.8 The ESS Committee has the discretion not to make further additional Shares Grant. Subject to the above limit, each Shares Grant made to any Selected Person by the ESS Committee shall be separate and independent from any previous or later Award made by the ESS Committee to that Selected Person.
- 40.9 The Shares Grant shall automatically lapse and be null and void in the event of the death of the Selected Person or the Selected Person ceasing to be employed by the MBGB Group for any reason whatsoever prior to the acceptance of the Shares Grant by the Selected Person in the manner set out in By-Law 41.
- 40.10 After each adjustment following an alteration of the Company's share capital as stipulated in By-Laws 13.1 and 13.2 and the Company informing the Participant of such adjustment pursuant to By-Law 13.8, upon the return by a Participant of the original Award Letter to the Company, that letter shall be amended or a new Award Letter shall be issued within one (1) month from the date of return of the original Award Letter, to reflect the adjustment made to the number of MBGB Shares granted to the Participant.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- 40.11 The ESS Committee may, by giving notice in writing to the Eligible Person, vary or waive the terms of any Vesting Condition, performance period, service period, vesting period or other conditions.
- 40.12 For the avoidance of doubt, there shall be no legal, equitable or other obligation whatsoever on the part of the ESS Committee to consider making, or to make, any Shares Grant to any or all of the Eligible Persons.
- 40.13 The ESS Committee shall have the absolute discretion in determining whether the Shares Grant will be granted in one (1) single award or on a staggered basis and/or in several tranches over the duration of the Scheme.

41. ACCEPTANCE OF THE SHARES GRANT

- 41.1 An Shares Grant shall be valid for a period of thirty (30) calendar days from the Date of Offer or such period as the ESS Committee at its discretion, determines on a case-to-case basis (“**Validity Period**”). Acceptance of the said Shares Grant by the Selected Person shall be made by way of a written notice from the Selected Person to the ESS Committee in the form prescribed by the ESS Committee and accompanied by the payment of Ringgit Malaysia One (RM1.00) only as non-refundable consideration for the acceptance of each Shares Grant (regardless of the number of shares comprised therein).
- 41.2 In the event that the Selected Person fails to accept the Shares Grant or pay the acceptance consideration as set out in By-Law 41.1 within the Validity Period and in the manner aforesaid, or in the event of death or cessation of employment of the Selected Person or the Selected Person becomes a bankrupt prior to his/her acceptance of the Shares Grant(s), the said Shares Grant shall be deemed to have lapsed. The MBGB Shares comprised in such Shares Grant(s) may, at the discretion of the ESS Committee, be re-offered to other Selected Person.
- 41.3 Upon acceptance of the Shares Grant(s) by the Selected Person(s), the Shares Grant(s) will be vested to the Participant(s) on the Shares Grant vesting date during the duration of the Scheme, subject to the Participant(s) fulfilling the Vesting Condition(s), if any, as determined by the ESS Committee.

42. VESTING CONDITIONS

- 42.1 Subject to By-Laws 6, 7 and 42.2, the MBGB Shares comprised in the Shares Grant or such part thereof will only vest to the Participant on the vesting date(s) if:
- (a) the Participant remains in employment with the MBGB Group as at the vesting date; and
 - (b) the other Vesting Conditions (if any) are fully and duly satisfied.
- 42.2 The ESS Committee shall have the discretion to determine whether any Vesting Condition has been satisfied (whether fully or partially) or exceeded, and in making any such determination, the ESS Committee shall have the right to make reference to (among others) the audited results of the MBGB Group, to take into account such factors as the ESS Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, to amend any Vesting Conditions if the ESS Committee decides that a changed performance target would be a fairer measure of performance.
- 42.3 Where the ESS Committee has made the determination that the Vesting Conditions and all other stipulated conditions have been fulfilled (whether fully or partially) pursuant to the Shares Grant, the ESS Committee shall notify the Participant of the number of MBGB Shares vested or which will be vested to the Participant on the vesting date of such MBGB Shares. The ESS Committee shall also have the sole and absolute discretion to settle the vesting of the Shares by way of cash to a Participant. No Participant shall have any right to or interest in the MBGB Shares granted to him unless and until the MBGB Shares are vested in him on and with effect from the date of vesting of the said MBGB Shares. The decision and/or determination of the ESS Committee on the vesting of the MBGB Shares on the Participant pursuant to these By-Laws shall be final and conclusive.
- 42.4 Unless otherwise determined by the ESS Committee if the Vesting Conditions are not fulfilled in accordance with the period as set out in the Award Letter, that Shares Grant shall lapse and be of no value.
- 42.5 For the avoidance of doubt and subject to By-Law 41.1, the MBGB Shares will vest with the Participants at no cost to the Participants upon fulfilment of the Vesting Conditions and all other conditions as stipulated Clause 42.2 (if any).

43. DELIVERY OF MBGB SHARES

- 43.1 In respect of MBGB Shares which are vested onto a Participant pursuant to By-Law 42, the Company within eight (8) Market Days after the receipt of the Participant's notice of his/her CDS Account number pursuant to By-Law 42.3 and By-Law 43.3 (or such other period as may be prescribed or allowed by Bursa Securities), credit such MBGB Shares to the Participant's CDS Account or his/her authorised nominee, in accordance with the provisions of the Company's Constitution, the Central Depositories Act and the Rules of Bursa Depository, despatch the notice stating such number of MBGB Shares credited into the CDS Account of the Participant or his/her authorised nominee. Where new MBGB Shares are to be allotted and issued following the vesting, the Company shall allot and issue and/or transfer such MBGB Shares to the Participant in accordance with the provisions of the Company's Constitution, the Central Depositories Act and the Rules of Bursa Depository, despatch the notice of allotment or transfer to the Participant and make an application for the listing of the new MBGB Shares.
- 43.2 The ESS Committee, the Board of MBGB and the Company shall not under any circumstances whatsoever be liable for any costs, expenses, charges and damages whatsoever and howsoever arising whether arising directly or indirectly from any delay on the part of the Company in crediting the MBGB Shares or in procuring the relevant authorities to list and quote the MBGB Shares vested to a Participant (where applicable) or any delay in receipt or non-receipt by the Company of the notice or for any errors in any Shares Grant or any other matters or dealings which are outside the control of the Company, the Board and/or the ESS Committee.
- 43.3 The Participant shall provide the ESS Committee with his/her CDS Account number or the CDS Account number of his/her Authorised Nominee, as the case may be. The MBGB Shares to be credited pursuant to the vesting will be credited directly into the CDS Account of the Participant or his/her Authorised Nominee, as the case may be and a notice stating the number of shares credited into such CDS Account will be issued to the Participant and no physical share certificate will be issued.
- 43.4 In the event that a Participant is subject to a PIP/ disciplinary proceedings (whether or not such PIP/disciplinary proceedings will give rise to a dismissal or termination of service) the ESS Committee shall have the right, to suspend the Participant's Shares Grant from being vested pending the achievement of the stipulated improvement plan targets by the Participant/ the outcome of such disciplinary proceedings. The ESS Committee may impose such terms and conditions as the ESS Committee shall deem appropriate having regard to the nature of the PIP/charges made or brought against the Participant **PROVIDED ALWAYS THAT:**
- (a) in the event that such Participant shall subsequently achieve the stipulated improvement plan targets/be found not guilty of the charges which give rise to such disciplinary proceedings, the ESS Committee shall reinstate the rights of such Participant to continue to hold or be vested his/her Shares Grant;
 - (b) in the event the Participant fails to achieve the stipulated improvement plan targets/disciplinary proceedings result in a recommendation for the dismissal or termination of service of such Participant, the Shares Grant shall immediately cease without notice and be null and void and of no further force and effect upon pronouncement of the dismissal or termination of service of such Participant notwithstanding that such recommendation may be subsequently challenged by the Participant in any other forum; and
 - (c) in the event such Participant only partially achieves the stipulated improvement plan targets/ is found guilty but not dismissed or termination of service is not recommended, the ESS Committee shall have the right to determine at its discretion whether or not the Participant may continue hold or be vested his/her Shares Grant and/or adjust such number of Shares Grant to be vested and if so, to impose such limits, terms and conditions as it deems appropriate, on such vesting.

The ESS Committee may, after a warning /caution letter has been issued to a Participant by the relevant corporation within the MBGB Group suspend the Participant's Shares Grant from being vested until such time as the ESS Committee determines at its discretion whether or not the Participant may continue to be vested MBGB Shares under his/her Shares Grant and if so, whether to impose such limits, terms and conditions as the ESS Committee deems appropriate, on such vesting.

For the purpose of this By-Laws, a Participant shall be deemed to be subject to "disciplinary proceedings" if:

- (i) he/ she is suspended from work pending investigation into his/ her conduct;
- (ii) he/ she is issued with a letter requiring him/ her to attend an internal domestic inquiry; or

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- (iii) such other instances as the ESS Committee may deem as being subject to disciplinary proceedings.
- 43.5 All Shares Grant to the extent unvested on the expiry or earlier termination of the ESS Period applicable thereto shall lapse.
- 43.6 The Company, the Board and the ESS Committee shall not under any circumstances be held liable to any person for any costs, losses, expenses, damages or liabilities whatsoever and howsoever arising in the event of any delay on the part of the Company in crediting the MBGB Shares or in procuring the relevant authorities to list and quote the MBGB Shares subscribed for by a Participant (where applicable) or any delay in receipt or non-receipt by the Company of the notice or for any errors in any Shares Grant or any other matters or dealings which are outside the control of the Company, the Board and/or the ESS Committee.
- 43.7 Every Shares Grant shall be subjected to the condition that no MBGB Shares shall be vested and/or credited pursuant to a Shares Grant if such vesting and/or crediting would be contrary to any law, enactment, rule and/or regulation of any legislative or non-legislative body which may be in force during the ESS Period or such period as may be extended.

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THE SCHEDULE

In addition to By-Law 13.1 and not in derogation thereof, the Exercise Price and the number of MBGB Shares relating to the ESS Option so far unvested and/or unexercised and/or relating to an Shares Grant in so far as unvested shall from time to time be adjusted by the ESS Committee in accordance with the following relevant provisions in consultation with an Adviser and/or an approved company auditor:

- (a) If and whenever a MBGB Share by reason of any consolidation or subdivision (including if so permitted by the relevant authorities, a subdivision by way of a bonus issue by the Company of MBGB Shares without capitalisation of profits or reserves) or conversion occurs, the Exercise Price shall be adjusted and the adjusted number of MBGB Shares relating to the ESS Option / Shares Grant (where applicable) to be issued or transferred shall be calculated in accordance with the following formula:

$$(i) \quad \text{New Exercise Price} = \frac{S \times L}{M}$$

$$(ii) \quad \text{Adjusted number of MBGB Shares} = \frac{T \times M}{L}$$

Where:

L = the aggregate number of MBGB Shares in issue and fully paid-up immediately prior to the consolidation or subdivision or conversion; and

M = the aggregate number of MBGB Shares in issue and fully paid-up immediately after such consolidation or subdivision or conversion; and

S = existing Exercise Price; and

T = Existing number of MBGB Shares relating to the ESS Option/ Shares Grant; and

Each such adjustment will be effective from the day on which the consolidation or subdivision or conversion becomes effective.

- (b) If whenever the Company shall make any issue of MBGB Shares to ordinary shareholders for which no consideration is payable or which are credited as fully paid, by way of capitalisation of profits or reserves (other than an issue of Ordinary Shares to its members who had an option to take cash or other dividend in lieu of the relevant Ordinary Shares), the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{A}{(A + B)}$$

and the adjusted number of MBGB Shares relating to the ESS Option to be issued / the additional number of MBGB Shares to be vested and transferred under the Shares Grant shall be calculated as follows:

$$\text{Adjusted number of MBGB Shares} = \frac{T \times (A + B)}{A}$$

where

A = the aggregate number of issued and fully paid-up MBGB Shares on the Entitlement Date immediately before such capitalisation;

B = the aggregate number of MBGB Shares to be issued pursuant to any allotment to ordinary shareholders credited as fully paid by way of capitalisation of profits or reserves (other than an issue of Ordinary Shares to its members who had an option to take cash or other dividend in lieu of the relevant Ordinary Shares);

S = as above.

T = as above.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

Each such adjustment will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for such issue.

- (c) If and whenever the Company shall make:
- (i) a Capital Distribution (as defined below) to ordinary shareholders whether on a reduction of capital or otherwise (save and except any capital reduction involving the cancellation of capital which is lost or unrepresented by available assets or involving any purchase by the Company of its own Ordinary Shares in accordance with the Companies Act 2016 (Act 777) and all other applicable laws and regulations); or
 - (ii) any offer or invitation to its ordinary shareholders whereunder they may acquire or subscribe for MBGB Shares by way of rights; or
 - (iii) any offer or invitation to its ordinary shareholders by way of rights whereunder they may acquire or subscribe for securities convertible into MBGB Shares or securities with rights to acquire or subscribe for MBGB Shares,

then and in respect of each such case, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{C - D}{C}$$

and in respect of the case referred to in Clause (c)(ii) above, the adjusted number of MBGB Shares comprised in the ESS Option to be issued / the adjusted number of MBGB Shares to be vested and transferred under a Shares Grant shall be calculated as follows:

$$\text{Adjusted Number of MBGB Shares} = T \times \left[\frac{C}{C-D^*} \right]$$

where

T = as above;

C = the Current Market Price of each Share on the Market Day immediately preceding the date on which the Capital Distribution or, as the case may be, the offer or invitation is publicly announced to Bursa Securities or (failing any such announcement) immediately preceding the date of the announcement of the Entitlement Date of the Capital Distribution or, as the case may be, of the offer or invitation; and

D = (i) in the case of an offer or invitation to acquire or subscribe for MBGB Shares by way of rights under Clause (c)(ii) above or for securities convertible into MBGB Shares or securities with rights to acquire or subscribe for MBGB Shares under Clause (c)(iii) above, the value of rights attributable to one (1) Share (as defined below); or

(ii) in the case of any other transaction falling within Clause (c), the fair market value, as determined by the Adviser and/or an approved company auditor, of that portion of the Capital Distribution attributable to one (1) Share.

For the purpose of definition (i) of D above, the “value of the rights attributable to one (1) Share” shall be calculated in accordance with the formula:

$$\frac{C - E}{F + 1}$$

where:

C = as C above;

E = the subscription consideration for one (1) additional Share under the terms of such offer or invitation or subscription price for one (1) additional Share upon conversion of the convertible securities or exercise of such rights to acquire or subscribe for one (1) Share under the offer or invitation;

APPENDIX I – DRAFT BY-LAWS (CONT'D)

F = the number of MBGB Shares which it is necessary to hold in order to be offered or invited to acquire or subscribe for one (1) additional Share or security convertible into rights to acquire or subscribe for one (1) additional Share; and

D* = the value of rights attributable to one (1) Share (as defined below).

For the purpose of definition D* above, the “value of rights attributable to one (1) Share” shall be calculated in accordance with the formula:

$$\frac{C - E^*}{F^* + 1}$$

where:

C = as C above;

E* = the subscription price for one (1) additional Share under the terms of such offer or invitation; and

F* = the number of MBGB Shares which it is necessary to hold in order to be offered or invited to acquire or subscribe for one (1) additional Share.

For the purpose of Clause (c), “Capital Distribution” shall (without prejudice to the generality of that expression) include distributions in cash or specie (other than dividend) or by way of issue of MBGB Shares (not falling under Clause (b)) or other securities credited as fully or partly paid-up by way of capitalisation of profits or reserves (but excluding an issue of Ordinary Shares to its members who had an option to take cash or other dividend in lieu of the relevant Ordinary Shares).

Any distribution out of profits or reserves made (whenever paid) shall be deemed to be a Capital Distribution unless it is paid out of the aggregate of the net profits attributable to the ordinary shareholders as shown in the audited consolidated profit and loss accounts of the Company.

Such adjustments will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Effective Date for the above transactions.

- (d) If and whenever the Company makes an allotment to its ordinary shareholders as provided in Clause (b) above and also makes an offer or invitation to its ordinary shareholders as provided in Clause (c)(ii) or (iii) above and the Entitlement Date for the purpose of the allotment is also the Entitlement Date for the purpose of the offer or invitation, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I)}{(G + H + B) \times C}$$

and where the Company makes an allotment to its ordinary shareholders as provided in Clause (b) above and also makes an offer or invitation to its ordinary shareholders as provided in Clause (c)(ii) above and the entitlement date for the purpose of the allotment is also the book closure date for the purpose of the offer or invitation, the adjusted number of MBGB Shares relating to the ESS Option to be issued / MBGB Shares to be vested and transferred under the Shares Grant shall be calculated as follows:

$$\text{Adjusted Number of Shares (ESS Option)} = T \times \frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)}$$

$$\text{Adjusted Number of MBGB Shares (Shares Grant)} = T \times \frac{(G + H + B) \times C}{(G \times C) + (H \times I)}$$

Where:

B = as B above;

C = as C above;

G = the aggregate number of issue and fully paid-up MBGB Shares on the Entitlement Date;

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- H = the aggregate number of new MBGB Shares under an offer or invitation to acquire or subscribe for MBGB Shares by way of rights or under an offer or invitation by way of rights to acquire or subscribe for securities convertible into MBGB Shares or rights to acquire or subscribe for MBGB Shares, as the case may be;
- H* = the aggregate number of new MBGB Shares under an offer or invitation to acquire or subscribe for MBGB Shares by way of rights;
- I = the subscription price of one (1) additional Share under the offer or invitation to acquire or subscribe for MBGB Shares or the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for one (1) additional MBGB Share, as the case may be;
- I* = the subscription price of one (1) additional Share under the offer or invitation to acquire or subscribe for MBGB Shares; and
- T = as T above.

Such adjustment will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for such issue.

- (e) If and whenever the Company makes any offer or invitation to its ordinary shareholders to acquire or subscribe for MBGB Shares as provided in Clause (c)(ii) above together with an offer or invitation to acquire or subscribe for securities convertible into or rights to acquire or subscribe for ordinary shareholders as provided in Clause (c)(iii) above, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J) \times C}$$

and the adjusted number of MBGB Shares relating to the ESS Option to be issued / MBGB Shares to be vested and transferred under the Shares Grant shall be calculated as follows:

$$\text{Adjusted Number of MBGB Shares (ESS Option)} = T \times \frac{(G + H^*) \times C}{(G \times C) + (H^* \times I^*)}$$

$$\text{Adjusted Number of MBGB Shares (Shares Grant)} = T \times \frac{(G + H + J) \times C}{(G \times C) + (H \times I) + (J \times K)}$$

where:

- C = as C above;
- G = as G above;
- H = as H above;
- H* = as H* above;
- I = as I above;
- I* = as I* above;
- J = the aggregate number of MBGB Shares to be issued to its ordinary shareholders upon conversion of such securities or exercise of such rights to subscribe for MBGB Shares by the ordinary shareholders;
- K = the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for one (1) additional MBGB Share; and
- T = as T above.

Such adjustment will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for the above transactions.

APPENDIX I – DRAFT BY-LAWS (CONT'D)

- (f) If and whenever the Company makes an allotment to its ordinary shareholders as provided in Clause (b) above and also makes an offer or invitation to acquire or subscribe for MBGB Shares to its ordinary shareholders as provided in Clause (c)(ii) above, together with rights to acquire or subscribe for MBGB Shares as provided in Clause (c)(iii) above, and the book closure date for the purpose of allotment is also the book closure for the purpose of the offer or invitation, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J + B) \times C}$$

and the adjusted number of MBGB Shares relating to the ESS Option to be issued / MBGB Shares to be vested and transferred under the Shares Grant shall be calculated as follows:

$$\text{Adjusted Number of MBGB Shares (ESS Option)} = T \times \frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)}$$

$$\text{Adjusted Number of MBGB Shares (Shares Grant)} = T \times \frac{(G + H + J + B) \times C}{(G \times C) + (H \times I) + (J \times K)}$$

where:

- B = as B above;
C = as C above;
G = as G above;
H = as H above;
H* = as H* above;
I = as I above;
I* = as I* above;
J = as J above;
K = as K above; and
T = as T above.

Such adjustment will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for the above transaction.

- (g) For the purpose of this Schedule:
- (i) "Current Market Price" means in relation to each MBGB Share for any relevant day the five (5) day volume weighted average market price for each MBGB Share on Bursa Securities for the five (5) consecutive Market Days before such date for one or more board lots of MBGB Shares on Bursa Securities or in such other manner as may from time to time be stipulated in any guidelines prescribed by any competent authorities, if any.

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APPENDIX II – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no false or misleading statement or other facts the omission of which would make any information in this Circular false or misleading.

2. CONSENTS AND DECLARATION OF CONFLICT OF INTERESTS

Malacca Securities, being the Principal Adviser for the Proposed ESS, has given and has not subsequently withdrawn its written consent for the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

Malacca Securities has given its written confirmation that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Principal Adviser in respect of the Proposed ESS.

3. MATERIAL LITIGATION

As at LPD, the Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which may have a material and adverse effect on the business or financial position of the Group and the Board is not aware of any proceeding pending or threatened against the Group, or of any facts likely to give rise to any proceeding which may have material impact on the business or financial position of the Group.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**4.1 Material commitments**

Save as disclosed below, as at LPD, there are no material commitments incurred or known to be incurred by the Group which upon becoming due or enforceable, may have a material impact on the financial position or business of the Group.

	<u>RM'000</u>
<u>Approved and contracted for</u>	
Refurbishment of The Grand Renai Hotel	3,119
Development of solar photovoltaic generating facilities	2,603
Installation of equipment for and supply and delivery of chilled water	2,248
<u>Approved and not contracted for</u>	
Refurbishment of The Grand Renai Hotel	10,329
Total material commitments	<u>18,299</u>

4.2 Contingent liabilities

As at LPD, there are no contingent liabilities incurred or known to be incurred by the Group, which upon becoming due or enforceable, may have a material impact on the financial position or business of the Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of MBGB at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:-

- (i) Constitution of MBGB;
- (ii) Audited consolidated financial statements of MBGB for the 18-months FPE 30 June 2021, FYE 30 June 2022 and the unaudited financial statements of MBGB for the 6-months FPE 31 December 2022;
- (iii) The draft By-Laws; and
- (iv) The letter of consent and declaration of conflict of interest referred to in Section 2 of this Appendix II.



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 Tuesday, 23 May 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 ESTABLISHMENT OF AN EMPLOYEES’ SHARES SCHEME (“ESS” OR “SCHEME”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN MBGB (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME, FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF MBGB AND ITS SUBSIDIARIES (“MBGB GROUP”) (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED ESS”)

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board of Directors of the Company to:

- (i) establish, implement and administer the Proposed ESS for the benefit of the eligible directors and employees of MBGB Group (excluding subsidiaries which are dormant and/or subsidiaries not incorporated in Malaysia) who meet the criteria of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the By-Laws governing the terms, rules and conditions of the Proposed ESS (“**By-Laws**”) a draft of which is set out in Appendix I of the circular to shareholders of MBGB dated 28 April 2023 (“**Circular**”);
- (ii) allot and issue and/or procure the transfer of such number of new or existing ordinary shares in the Company (“**MBGB Shares**”) (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of MBGB Shares be allotted and issued and/or transferred pursuant to granting of MBGB Shares (“**Shares Grant**”) and/or options to subscribe for MBGB Shares (“**ESS Options**”) (collectively “**Awards**”) to eligible Director(s) (including non-executive Directors) and eligible employees of the MBGB Group in relation to the Proposed ESS shall not exceed 15% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS and such new MBGB Shares shall upon allotment and issuance, carry the same rights as the existing MBGB Shares, save and except that the new MBGB Shares would not be entitled to dividend, rights, allotments and/or other forms of distribution which may be declared, made or paid to shareholders of MBGB, the entitlement date of which is prior to the date of allotment of new MBGB Shares to be issued pursuant to the Awards;
- (iii) appoint and authorise a committee (“**ESS Committee**”) by which the Proposed ESS will be administered in accordance with the By-Laws by the said ESS Committee, who will be responsible for, amongst others, implementing and administering the Proposed ESS. The members of the ESS Committee shall comprise such number of Directors and/or senior management personnel of the Group to be identified from time to time;

- (iv) make the necessary application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for permission to deal in and for the listing and quotation of the new MBGB Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (v) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws;

THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Companies Act, 2016 ("**Act**") and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed ESS;

AND THAT the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF AWARDS TO MOHAMED AKWAL BIN SULTAN MOHAMAD PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO MOHAMED AKWAL BIN SULTAN MOHAMAD")

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Mohamed Akwal Bin Sultan Mohamad, being the Chairman and Independent Non-Executive Director of the Company, of not more than 1% of the total number of MBGB Shares to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed Allocation of Awards to Mohamed Akwal Bin Sultan Mohamad."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO LEE CHEE KIANG PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO LEE CHEE KIANG")

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Lee Chee Kiang, being the Managing Director of the Company, of not more than 20% of the total number of MBGB Shares to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed Allocation of Awards to Lee Chee Kiang."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO DATO' LEE WAI MUN, DIMP., JP. PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO DATO' LEE WAI MUN, DIMP., JP.")

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Dato' Lee Wai Mun, DIMP., JP., being the Executive Director of the Company, of not more than 10% of the total number of MBGB Shares to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed Allocation of Awards to Dato' Lee Wai Mun, DIMP., JP.."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO TAN CHIN HONG PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO TAN CHIN HONG")

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Tan Chin Hong, being the Executive Director of the Company, of not more than 10% of the total number of MBGB Shares to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed Allocation of Awards to Tan Chin Hong."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO PHANG KIEW LIM PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO PHANG KIEW LIM")

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Phang Kiew Lim, being the Executive Director of the Company, of not more than 20% of the total number of MBGB Shares to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed Allocation of Awards to Phang Kiew Lim."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO MASLEENA BINTI ZAID PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION OF AWARDS TO MASLEENA BINTI ZAID”)

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Masleena Binti Zaid, being the Independent Non-Executive Director of the Company, of not more than 1% of the total number of MBGB Shares to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed Allocation of Awards to Masleena Binti Zaid.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF AWARDS TO ONG LU YUAN PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION OF AWARDS TO ONG LU YUAN”)

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Ong Lu Yuan, being the Independent Non-Executive Director of the Company, of not more than 1% of the total number of MBGB Shares to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed Allocation of Awards to Ong Lu Yuan.”

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF AWARDS TO TAN CHIN HAO PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION OF AWARDS TO TAN CHIN HAO”)

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Tan Chin Hao, being the Director of a subsidiary of the Company and person connected with Tan Chin Hong by virtue of him being the brother of Tan Chin Hong, of not more than 2% of the total number of MBGB Shares to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing MBGB Shares in relation to the Proposed Allocation of Awards to Tan Chin Hao.”

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
28 April 2023

Explanatory Note:-

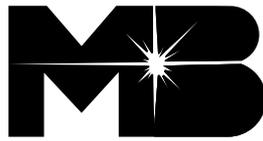
Pursuant to Section 85 of the Act read together with Clause 59 of the Company's Constitution, the shareholders of MBGB have a statutory pre-emptive right to be offered any new Shares which rank equally to existing Shares issued by the Company. By you voting in favour of the proposed Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4, Ordinary Resolution 5, Ordinary Resolution 6, Ordinary Resolution 7, Ordinary Resolution 8 and Ordinary Resolution 9, the shareholders of the Company will be waiving their statutory pre-emptive rights and the proposed Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4, Ordinary Resolution 5, Ordinary Resolution 6, Ordinary Resolution 7, Ordinary Resolution 8 and Ordinary Resolution 9 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 ESS and Proposed Allocations.

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 16 May 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.



Meta Bright

—正源 Group 集团—

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

Registration No.: 20001013359 (515965-A)

(Incorporated in Malaysia)

FORM OF PROXY

(Before completing the form please refer to the notes below)

No. of shares held	CDS Account No. of Authorised Nominee

I/We _____ NRIC/Passport/Co. No. _____
(FULL NAME IN BLOCK LETTERS)

of _____ Tel No. _____
(ADDRESS)

Email Address _____

being a member of **META BRIGHT GROUP BERHAD (FORMERLY KNOWN AS EASTLAND EQUITY BHD.)**, hereby appoint

Proxy 1 – Full name in Block Letters	NRIC/Passport No.	No. of shares	% of shareholdings
Address:			
Email Address:			

Proxy 2 – Full name in Block Letters	NRIC/Passport No.	No. of shares	% of shareholdings
Address:			
Email Address:			

or failing him/her, the Chairman of the Meeting, as my/our proxy(ies) to vote for me/us and on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held at Merbok Room, Level 6, The Grand Renai Hotel, Kota Sri Mutiara, Jalan Sultan Yahya Petra, 15150 Kota Bharu, Kelantan, Malaysia, on Tuesday, 23 May 2023 at 10.00 a.m., or any adjournment thereof.

My/our proxy(ies) shall vote as follows:

ORDINARY RESOLUTIONS		For	Against
(1)	Proposed ESS		
(2)	Proposed Allocation of Awards to Mohamed Akwal Bin Sultan Mohamad		
(3)	Proposed Allocation of Awards to Lee Chee Kiang		
(4)	Proposed Allocation of Awards to Dato’ Lee Wai Mun, DIMP., JP.		
(5)	Proposed Allocation of Awards to Tan Chin Hong		
(6)	Proposed Allocation of Awards to Phang Kiew Lim		
(7)	Proposed Allocation of Awards to Masleena Binti Zaid		
(8)	Proposed Allocation of Awards to Ong Lu Yuan		
(9)	Proposed Allocation of Awards to Tan Chin Hao		

(Please indicate with an “X” in the space provided how you wish your vote to be cast on the resolutions specified in the Notice of the Extraordinary General Meeting. If you do not do so, the proxy(ies) will vote or abstain from voting at his/her/their discretion).

Dated this _____ day of _____ 2023

Signature/Seal of Shareholder



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 16 May 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), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 28 April 2023.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

META BRIGHT GROUP BERHAD
(FORMERLY KNOWN AS EASTLAND EQUITY BHD.)
Registration No.: 200001013359 (515965-A)
c/o Boardroom Share Registrars Sdn. Bhd.
Ground Floor or 11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

1st fold here

