

META BRIGHT GROUP BERHAD
(Formerly known as Eastland Equity Bhd.)
(Registration No. 200001013359 (515965-A))
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT MERBOK ROOM, LEVEL 6, THE GRAND RENAI HOTEL, KOTA SRI MUTIARA, JALAN SULTAN YAHYA PETRA, 15150 KOTA BHARU, KELANTAN ON THURSDAY, 2 FEBRUARY 2023 AT 10.00 A.M.

DIRECTORS

Encik Mohamed Akwal bin Sultan Mohamad
Dato' Lee Wai Mun, DIMP., JP.
Mr Lee Chee Kiang
Mr Tan Chin Hong
Mr Phang Kiew Lim
Puan Masleena Binti Zaid
Mr Ong Lu Yuan

IN ATTENDANCE:

Ms Leong Chia Wen - Representing the Company Secretary

BY INVITATION:

As Per Attendance List

The shareholders and proxyholders who attended the Meeting are set out in the Attendance Lists attached and shall form an integral part of these Minutes.

CHAIRMAN

Encik Mohamed Akwal bin Sultan Mohamad being the Chairman of the Board of Directors presided as Chairman of the Meeting and welcomed all members to the Meeting.

The Chairman thereafter introduced the Board of Directors ("**the Board**"), the Company Secretary and Advisors to the shareholders.

QUORUM

The Company Secretary confirmed that a quorum was present for the Meeting. With the requisite quorum being present, the Meeting was called to order by the Chairman.

NOTICE

With the consent of the members present, the Notice convening the Extraordinary General Meeting ("**EGM**") was taken as read. The Chairman then proceeded with the business of the EGM.

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(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 2 February 2023

As part of good corporate governance, the Chairman reported that the Company had received a total of Eighteen (18) proxy forms from shareholders for a total of One Billion Four Hundred Fifty-Six Million One Hundred Ninety-Eight Thousand Eight Hundred and Thirty (1,456,198,830) ordinary shares representing 74.78% of the total number of issued shares of the Company.

VOTING BY POLL

The Chairman informed that the Ordinary Resolutions set out in the Notice of the EGM must be voted by poll. The polling process for the resolutions would be conducted upon completion of the deliberation of the items on the Notice of the EGM.

The Chairman then exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 78(a) of the Constitution of the Company in respect of the resolutions which would be put to vote at the Meeting.

The Chairman of the Meeting further informed that the Company has appointed GovernAce Advisory & Solutions Sdn. Bhd. as the independent scrutineers to facilitate the poll process. The Meeting shall go through the motions and proceed with the polling process after the motions have been tabled.

The Chairman of the Meeting proceeded with the resolutions set out in the Notice of the EGM.

ORDINARY RESOLUTION 1

PROPOSED SHARES ISSUANCE OF UP TO 389,469,246 NEW ORDINARY SHARES IN META BRIGHT GROUP BERHAD (FORMERLY KNOWN AS EASTLAND EQUITY BHD.) (“MBGB” OR THE “COMPANY”) (“MBGB SHARES” OR “SHARES”) (“SUBSCRIPTION SHARES”) REPRESENTING 20.0% OF THE TOTAL NUMBER OF ISSUED SHARES OF MBGB (“PROPOSED SHARES ISSUANCE”)

The Ordinary Resolution 1 was on the proposed shares issuance of up to Three Hundred Eighty-Nine Million Four Hundred Sixty-Nine Thousand Two Hundred and Forty-Six (389,469,246) new ordinary shares in MBGB representing 20.0% of the total number of issued shares of MBGB.

There being no question from the shareholders and proxies, the Ordinary Resolution 1 was tabled and voted by poll.

ORDINARY RESOLUTION 2

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

The Ordinary Resolution 2 was on the proposed allotment of One Hundred Ninety-Four Million Eight Hundred Two Thousand Two Hundred and Forty-Six (194,802,246) subscription shares to Leading Ventures Sdn. Bhd., the major shareholder of the Company.

META BRIGHT GROUP BERHAD

(Formerly known as Eastland Equity Bhd.)

(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 2 February 2023

There being no question from the shareholders and proxies, the Ordinary Resolution 2 was tabled and voted by poll.

ORDINARY RESOLUTION 3

PROPOSED ALLOTMENT OF 81,777,800 SUBSCRIPTION SHARES TO DATO' WANG RUIHUI, A PERSON CONNECTED TO DATO' LEE WAI MUN, DIMP., JP., ("DATO' LEE") ("PROPOSED ALLOTMENT OF SHARES TO DATO' WANG RUIHUI")

The Ordinary Resolution 3 was on the proposed allotment of Eighty-One Million Seven Hundred Seventy-Seven Thousand and Eight Hundred (81,777,800) subscription shares to Dato' Wang Ruihui, a person connected to Dato' Lee.

There being no question from the shareholders and proxies, the Ordinary Resolution 3 was tabled and voted by poll.

The Chairman then informed that as stated in the Circular, Dato' Lee, the Executive Director and indirect Major Shareholder of the Company (via Leading Ventures Sdn Bhd) would abstain from voting and has undertaken to ensure that persons connected with him would also abstain from voting in respect of their direct and/or indirect shareholdings in the Company on all resolutions pertaining to the Proposed Shares Issuance.

BALLOTING PROCESS

Upon the polling process briefing, the shareholders and proxies proceed to cast their votes. The Chairman then adjourned the Meeting for 15 minutes at 10.10 a.m. for the Scrutineers to tabulate the results of the poll.

ANNOUNCEMENT OF POLL RESULTS FOR RESOLUTIONS

The Meeting resumed at 10.25 a.m. for the declaration of the results of the poll.

The Chairman of the Meeting called the Meeting to order for the declaration of results. He informed that he had received the poll results from the Scrutineer, GovernAce Advisory & Solutions Sdn. Bhd..

The Chairman of the Meeting then read out the results of the poll as follows:-

META BRIGHT GROUP BERHAD

(Formerly known as Eastland Equity Bhd.)

(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 2 February 2023

ORDINARY RESOLUTION 1**- PROPOSED SHARES ISSUANCE**

Ordinary Resolution	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
Proposed shares issuance of up to 389,469,246 new ordinary shares in Meta Bright Group Berhad (Formerly known as Eastland Equity Bhd.) (“ MBGB ” or the “ Company ”) (“ MBGB Shares ” or “ Shares ”) (“ Subscription Shares ”), representing 20.0% of the total number of issued shares of MBGB (“ Proposed Shares Issuance ”)	462,387,868	100	17	0	0	0	Accepted

The Chairman of the Meeting declared that the Ordinary Resolution 1 was duly accepted. Accordingly, it was RESOLVED:-

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

- (i) allot and issue up to 389,469,246 Subscription Shares, at a subscription price of RM0.1125 per Subscription Share to the subscribers (“**Subscribers**”) as set out in Section 2.2 of the circular to shareholders of the Company dated 17 January 2023 in relation to the Proposed Shares Issuance (“**Circular**”) based on the terms and conditions of the subscription agreements dated 2 December 2022 entered into between the Company and the Subscribers and any supplementals thereto (if any); and
- (ii) utilise the proceeds from the Proposed Shares Issuance for the purposes as set out in Section 3 of the Circular and to vary the manner and/or purposes of such proceeds as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the approval of the relevant authorities (where required);

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

META BRIGHT GROUP BERHAD

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(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 2 February 2023

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

AND THAT the Board (save for Dato’ Lee Wai Mun, DIMP., JP., (“**Dato’ Lee**”) being the interested director for the Proposed Shares Issuance), be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Shares Issuance including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Shares Issuance.”

ORDINARY RESOLUTION 2

- PROPOSED ALLOTMENT OF SHARES TO LVSB

Ordinary Resolution	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
Proposed allotment of 194,802,246 Subscription Shares to Leading Ventures Sdn. Bhd. (“ LVSB ”), the major shareholder of the Company (“ Proposed Allotment of Shares to LVSB ”)	462,387,868	100	17	0	0	0	Accepted

The Chairman of the Meeting declared that the Ordinary Resolution 2 was duly accepted. Accordingly, it was **RESOLVED**:-

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

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

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(Formerly known as Eastland Equity Bhd.)

(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 2 February 2023

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

AND THAT the Board (save for Dato' Lee, being the interested director for the Proposed Shares Issuance), be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Allotment of Shares to LVSB including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Allotment of Shares to LVSB.”

ORDINARY RESOLUTION 3

- PROPOSED ALLOTMENT OF SHARES TO DATO' WANG RUIHUI

Ordinary Resolution	Votes For			Votes Against			Results
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders	
Proposed allotment of 81,777,800 Subscription Shares to Dato' Wang Ruihui, a person connected to Dato' Lee (“ Proposed Allotment of Shares To Dato' Wang Ruihui ”)	462,387,868	100	17	0	0	0	Accepted

The Chairman of the Meeting declared that the Ordinary Resolution 3 was duly accepted. Accordingly, it was RESOLVED:-

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

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

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(Registration No. 200001013359 (515965-A))

- Minutes of the Extraordinary General Meeting held on 2 February 2023

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

AND THAT the Board (save for Dato' Lee, being the interested director for the Proposed Shares Issuance), be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Allotment of Shares to Dato' Wang Ruihui including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Allotment of Shares to Dato' Wang Ruihui.”

CONCLUSION

There being no other business to be transacted, the Meeting closed at 10.30 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

-Signed-

CHAIRMAN