



Meta Bright

— 正源 Group 集团 —

## META BRIGHT GROUP BERHAD

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 ("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 Monday, 15 January 2024 at 3.00 p.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 SUBSCRIPTION AND ACQUISITION OF 2,520,000 ORDINARY SHARES IN EXPOGAYA SDN. BHD. ("EXPO") ("EXPO SHARES"), REPRESENTING 70.0% OF THE ENLARGED ISSUED SHARES OF EXPO FOR A TOTAL PURCHASE CONSIDERATION OF RM28,040,000, TO BE SATISFIED VIA CASH CONSIDERATION OF RM5,000,000 AND ISSUANCE OF 98,461,536 ORDINARY SHARES IN MBGB AT AN ISSUE PRICE OF RM0.234 EACH ("PROPOSED ACQUISITION")**

"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 and conditional upon the passing of the Ordinary Resolution 2, approval be and is hereby given to the Board of Directors of MBGB ("Board") to:

- subscribe 500,000 EXPO Shares, representing approximately 13.9% of the enlarged issued shares of EXPO pursuant to the conditional subscription agreement entered into between MBGB (as the Subscriber), EXPO and Chang Ket Keong ("CKK") (as the Promoter) on 27 October 2023 ("Subscription Agreement"), for a cash consideration of RM5,000,000, subject to the terms and conditions of the Subscription Agreement; and
- acquisition of 2,020,000 EXPO Shares ("Sale Shares"), representing approximately 56.1% of the enlarged issued shares of EXPO, pursuant to the conditional shares sale agreement entered into between MBGB (as the Purchaser) and CKK, Beton Chemical Technology Sdn. Bhd. ("BCTSB"), Fung Chun Fatt ("FCF") and Chin Swee Yen ("CSY") (CKK, BCTSB, FCF and CSY collectively referred to as the "Vendors") ("CSSA"), for a total purchase consideration of RM23,040,000, which shall be satisfied via the issuance of 98,461,536 new ordinary shares in MBGB at an issue price of RM0.234 each ("Consideration Shares"), subject to the terms and conditions of the CSSA;

THAT, the Board be and is hereby authorised to allot and issue from time to time such number of the Consideration Shares to the Vendors as detailed in Section 2 of Part A of the circular to shareholders dated 28 December 2023 ("Circular") pursuant to the terms and conditions of the CSSA;

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

THAT, the pre-emptive rights of the existing shareholders to be offered new shares in the Company in proportion to their shareholdings in the Company pursuant to Section 85 of the Companies Act, 2016 ("Act") read together with Clause 59 of the Company's Constitution be and is hereby waived in respect of the issuance and allotment of the Consideration Shares;

AND THAT the Board 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 Acquisition 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 in order to carry out, finalise and give full effect to the Proposed Acquisition in the best interest of the Company.

#### ORDINARY RESOLUTION 2

**PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF MBGB AND ITS SUBSIDIARIES ("MBGB GROUP" OR "GROUP") TO INCLUDE MANUFACTURING, TRADING AND SUPPLY OF BUILDING MATERIALS INCLUDING CEMENT, READY-MIXED CONCRETE AND ITS RELATED PRODUCTS AS WELL AS PROVISION OF RELATED SERVICES INCLUDING TRANSPORTATION SERVICES AND EQUIPMENT RENTAL ("CONCRETE BUSINESS") ("PROPOSED DIVERSIFICATION")**

"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 Company's Constitution and conditional upon the passing of the Ordinary Resolution 1, approval be and is hereby given to MBGB Group to diversify the existing principal activities of MBGB Group to include the Concrete Business;

AND THAT the Board 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 Diversification 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 in order to carry out, finalise and give full effect to the Proposed Diversification in the best interest of the Company."

#### ORDINARY RESOLUTION 3

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE IN RELATION TO THE CONCRETE BUSINESS ("PROPOSED CONCRETE BUSINESS RRPT")**

"THAT subject to and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Company's Constitution and conditional upon the passing of the Ordinary Resolution 1 and Ordinary Resolution 2, approval be and is hereby given to MBGB Group, to enter and give effect to the recurrent related party transactions of a revenue or trading nature ("RRPTs") in relation to the Concrete Business with the related parties as set out in Section 2.3 of Part B of the Circular which are necessary for the MBGB Group's day-to-day operations subject further to the following:

- the RRPTs contemplated are in the ordinary course of business and are carried out on an arm's length basis and normal commercial terms of MBGB Group which are not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company;
- The Proposed Concrete Business RRPT, if approved by MBGB's shareholders at the EGM, is subject to annual renewal. In this respect, any authority conferred by the Proposed Concrete Business RRPT will take effect from the date of this EGM until:-
  - the conclusion of the next annual general meeting of MBGB ("AGM") following this EGM at which the Proposed Concrete Business RRPT is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
  - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - revoked or varied by resolution passed by MBGB's shareholders in a general meeting;

AND THAT the Board (save for Lee Chee Kiang, being the interested Director), 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 Concrete Business RRPT 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 in order to carry out, finalise and give full effect to the Proposed Concrete Business RRPT."

#### ORDINARY RESOLUTION 4

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE IN RELATION TO THE RENEWABLE ENERGY AND ENERGY EFFICIENCY RELATED TECHNOLOGY AND BUSINESS ("ENERGY RELATED BUSINESS") ("PROPOSED ENERGY BUSINESS RRPT")**

"THAT subject to and 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 MBGB Group, to enter and give effect to the RRPTs in relation to the Energy Related Business with the related parties as set out in Section 2.3 of Part B of the Circular which are necessary for the MBGB Group's day-to-day operations subject further to the following:

- the RRPTs contemplated are in the ordinary course of business and are carried out on an arm's length basis and normal commercial terms of MBGB Group which are not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company;
- The Proposed Energy Business RRPT, if approved by MBGB's shareholders at the EGM, is subject to annual renewal. In this respect, any authority conferred by the Proposed Energy Business RRPT will take effect from the date of this EGM until:-
  - the conclusion of the next AGM following this EGM at which the Proposed Energy Business RRPT is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
  - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - revoked or varied by resolution passed by MBGB's shareholders in a general meeting;

AND THAT the Board (save for Dato' Lee Wai Mun, DIMP., JMK., JP., being the interested Director), 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 Energy Business RRPT 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 in order to carry out, finalise and give full effect to the Proposed Energy Business RRPT."

By Order of the Board  
META BRIGHT GROUP BERHAD

TAI YIT CHAN  
(MAICSA 7009143)  
(SSM PC No. 202008001023)  
Secretary  
Selangor Darul Ehsan  
28 December 2023

#### Notes:-

- 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.
- 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.
- 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.
- The Form of Proxy 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.
- 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 Registrar's office at Boardroom Share Registrars Sdn. Bhd. at 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.
- 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 8 January 2024 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.
- Pursuant to Clause 78 of the Company's Constitution, all the resolutions 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.