



MERIDIAN

MERIDIAN BERHAD

[Registration No. 200001005180 (507785-P)]

(Incorporated in Malaysia)

NOTIFICATION TO SHAREHOLDERS IN RELATION TO THE TWENTIETH ANNUAL GENERAL MEETING OF MERIDIAN BERHAD (“MERIDIAN” OR “THE COMPANY”)

Dear Valued Shareholders,

A) CHANGE OF MODE AND VENUE OF AGM

On 28 October 2020, Meridian had announced and issued a Notice of the Twentieth Annual General Meeting (“20th AGM”) scheduled to be held at RED Hotel, Grand Ballroom, Level 23, RED by Sirocco, Kuala Lumpur, Menara M101, Dang Wangi, No. 3 Jalan Kamunting, 50300 Kuala Lumpur, Malaysia on Thursday, 17 December 2020 at 10.00 a.m.

In light of the Covid-19 pandemic and as part of the safety measures, the Board of Directors of Meridian wishes to inform that the 20th AGM will be conducted in a fully virtual manner as scheduled on 17 December 2020.

The Broadcast Venue of the 20th AGM shall be changed as set out below:-

Date	:	Thursday, 17 December 2020 (<i>no change</i>)
Time	:	10.00 a.m. (<i>no change</i>)
Broadcast Venue	:	Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.
Meeting Platform	:	https://bit.ly/33uiOz4

The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act, 2016 which stipulates that the Chairman shall be at the main venue of the 20th AGM. Hence, **NO SHAREHOLDERS** from the public will be physically present nor admitted at the Broadcast Venue on the day of the 20th AGM.

Shareholders will have to register to attend the 20th AGM remotely by using our Meeting Platform, details of which are as set out in the Administrative Guide below.

B) REVISED NOTICE OF THE 20TH AGM FOR THE CHANGE OF RE-ELECTION OF DIRECTOR

Mr. Woon Soon Fai has been appointed as an Independent Non-Executive Director and Chairman of the Audit Committee of the Company with effect from 1 December 2020 in replacement of Mr. Boh Cheau Leang who has been resigned on 13 November 2020.

In connection with the above, the Ordinary Resolution 6 proposed under Item 5 of the Notice of 20th AGM shall be amended as follows:-

5. To re-elect the following Directors who retire in accordance with Clause 104 of the Constitution of the Company and being eligible, offer themselves for re-election:-

- a) Dato' Tiong Kwing Hee
b) Datuk Rashidi Bin Hasbullah
c) Mr. Woon Soon Fai
d) Mr. Tang Boon Koon

Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7

Save for the above changes, the rest of the Agenda stated in the Notice of 20th AGM dated 30 October 2020 shall remain unchanged.

Enclosed herewith the following documents for your attention:-

- Administrative Guide in respect of the 20th AGM to be conducted via an online platform
- Revised Notice of the 20th AGM together with the Appendix A
- Profile of new Director who was appointed subsequent to the issuance of Notice of the 20th AGM dated 30 October 2020
- Revised Form of Proxy

We wish to inform that the above documents are available for download from the Company's website at www.meridianbhd.com.my/agm-and-egm-2020.html

In view of the constant evolving Covid-19 situation in Malaysia, we regret to inform you of the change of mode in convening the 20th AGM on such short notice, and we would like to thank you for your continued support of the Company.

Yours faithfully,
For and on behalf of the Board of Directors of
MERIDIAN BERHAD

Dato' Yap Ting Hau
Chief Executive Officer

1 December 2020



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[Registration No.: 200001005180 (507785-P)]
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ADMINISTRATIVE GUIDE

**IN RESPECT OF THE TWENTIETH ANNUAL GENERAL MEETING (“20TH AGM”)
TO BE HELD VIA AN ONLINE PLATFORM**

DATE:

Thursday,
17 December 2020

TIME:

10.00 a.m.

BROADCAST VENUE:

Level 10, Tower 1, Avenue 5,
Bangsar South City, 59200 Kuala Lumpur,
Wilayah Persekutuan Kuala Lumpur, Malaysia.

GENERAL MEETING RECORD OF DEPOSITORS

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 9 December 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the or appoint proxy(ies) to attend and/or vote on his(her) behalf.

PROXY

2. A member entitled to participate and vote remotely at the 20th AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the 20th AGM via Virtual Meeting Facilities on 17 December 2020, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
4. The instrument appointing a proxy must be deposited at the Company’s Secretariat, HMC Corporate Services Sdn. Bhd. at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, **not later than Wednesday, 16 December 2020 at 10.00 a.m. The appointed proxy(ies) must register themselves via the Registration Link in Item 10 below.**


POLL VOTING

5. The voting at the 20th AGM will be conducted by poll in accordance with Clause 75 of the Constitution of the Company. The Company has appointed HMC CORPORATE SERVICES SDN. BHD. as Poll Administrator to conduct the poll by way of online voting and USEARCH MANAGEMENT SERVICES as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 20th AGM at 10.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the 20th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

VIRTUAL MEETING FACILITIES

7. We would like to invite the Shareholders to participate and vote remotely at the 20th AGM using the Virtual Meeting Facilities. Please refer to Item 10 on the registration link.
8. **For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link** provided below to provide the following documents to HMC Corporate Services Sdn. Bhd. **not later than Wednesday, 16 December 2020 at 10.00 a.m.**
 - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - (b) Corporate Representative's e-mail address and hand-phone number.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the 20th AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 20th AGM via the Virtual Meeting Facilities, please submit the duly executed proxy form to HMC Corporate Services Sdn. Bhd. **not later than Wednesday, 16 December 2020 at 10.00 a.m.** and **register yourself via the Registration Link below.**
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting Facilities:-

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none">• Please click on the following link to register yourself as Shareholder / Proxy / Corporate Representative / Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. Registration Link: https://bit.ly/33uiOz4
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none">• Upon verification, the participation link will be sent to you via email.

(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> You may submit any questions online by scanning the QR Code below or via https://bit.ly/37gOngY and to submit your questions accordingly:- 
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 10.00 a.m. on 17 December 2020. If you have any questions to be raised during the meeting, you may submit it by using the Q&A box. The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.
(e)	ONLINE VOTING	<ul style="list-style-type: none"> Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room. Members or proxies may commence voting from 10.00 a.m. on 17 December 2020 until such time when the Chairman announces the closing of the voting session. After the counting of votes, the Chairman will announce the poll results.
(f)	CLOSURE	The 20 th AGM will be closed upon the announcement by the Chairman.

NO DOOR GIFT

There will be no distribution of door gifts for the participation of the AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the AGM.

ENQUIRY

If you have any enquiry or require any assistance before or during the AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

HMC CORPORATE SERVICES SDN. BHD.

[Registration No. 198201003810 (83556-P)]

Level 2, Tower 1, Avenue 5,

Bangsar South City,

59200 Kuala Lumpur.

Tel : 603-2241 5800

Mobile/WhatsApp: 017-388 3989

Fax : 603-2282 5022

Email : office365support@hmc.my

Contact Person: HMC Virtual Meeting Administrator

Kindly check the Company's announcement to Bursa Malaysia Securities Berhad for the latest updates on the arrangement of the 20th AGM.



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[Registration No. 200001005180 (507785-P)]
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REVISED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (“20th”) Annual General Meeting of **MERIDIAN BERHAD** (“the Company”) will be conducted fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on **Thursday, 17 December 2020 at 10.00 a.m.** and any adjournment thereof.

The following are the businesses to be transacted at the 20th Annual General Meeting:-

AGENDA

- | | |
|--|--|
| 1. To receive the Audited Financial Statements for the financial period ended 30 June 2020 together with the Reports of the Directors and Auditors thereon. | Please refer to Note B |
| 2. To approve the payment of Directors’ fees and benefits amounting to RM476,166 for the financial period ended 30 June 2020. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors’ fees and benefits up to an amount of RM434,000 for the period from 1 July 2020 until the next Annual General Meeting of the Company to be held in 2021. | Ordinary Resolution 2 |
| 4. To re-elect the following Director who retires in accordance with Clause 97 of the Constitution of the Company and being eligible, offer himself for re-election:-

a) Dato’ Yap Ting Hau | Ordinary Resolution 3 |
| 5. To re-elect the following Directors who retire in accordance with Clause 104 of the Constitution of the Company and being eligible, offer themselves for re-election:-

a) Dato’ Tiong Kwing Hee
b) Datuk Rashidi Bin Hasbullah
c) Mr. Woon Soon Fai
d) Mr. Tang Boon Koon | Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7 |
| 6. To re-appoint Messrs. UHY as Auditors of the Company and authorise the Directors to fix their remuneration. | Ordinary Resolution 8 |

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications, the following Resolutions:-

7. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

Special Resolution

“**THAT** the Proposed Amendments to the Constitution of the Company as set out in “Appendix A” be and are hereby approved and adopted.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Amendments to the Constitution of the Company with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities.”

8. **AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

Ordinary Resolution 9

“**THAT** subject to the passing of Special Resolution and pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

AND THAT the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.”

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

Ordinary Resolution 10

“**THAT** approval be and is hereby given to the Company and/or its subsidiary companies to renew the mandate from the shareholders of the Company for the Company and/or its subsidiary companies to enter into and give effect to Recurrent Related Party Transactions of a Revenue or Trading Nature with specified classes of the Related Parties as stated in the Circular to Shareholders dated 30 October 2020 (“Circular”) which are necessary for the Group’s day-to-day operations in the ordinary course of business on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company **AND THAT**, such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the Annual General Meeting, the authority is renewed; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company after the date is required to be held pursuant to Sections 340(1) and 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier, and disclosure will be made in the annual report of the aggregate value on the transactions conducted during the financial year pursuant to the shareholders' mandate.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

10. **ANY OTHER BUSINESS**

To transact any other business of the Company of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act, 2016.

By Order of the Board
MERIDIAN BERHAD

WONG YOUN KIM
(MAICSA 7018778)
(SSM Practising Certificate No.: 201908000410)
Company Secretary

Kuala Lumpur

30 October 2020

NOTES:-

A. Appointment of Proxy

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
3. A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he(she) shall specify the proportion of his(her) shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in the one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
6. The instrument appointing a proxy must be deposited at the Company’s Secretariat, HMC Corporate Services Sdn. Bhd. at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned meeting.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 9 December 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/ or vote on his(her) behalf.

B. Audited Financial Statements for the financial period ended 30 June 2020

The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

EXPLANATORY NOTES:-

Ordinary Resolutions 1 and 2

– Payment of Directors' fees and benefits to Non-Executive Directors

Pursuant to Section 230(1) of the Companies Act, 2016, the fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 20th Annual General Meeting on the Directors' fees and benefits in two (2) separate resolutions as below:-

- Ordinary Resolution 1 on payment of Directors' fees and benefits for the financial period ended 30 June 2020; and
- Ordinary Resolution 2 on payment of Directors' fees and benefits for the period from 1 July 2020 until the next Annual General Meeting of the Company to be held in 2021.

The Directors' fees and benefits consist of:-

- Monthly fixed fee for duties as Director; and
- Meeting allowance for each Board / Board Committee meeting attended.

The Directors' fees and benefits are estimated not to exceed RM434,000. The calculation is based on the estimated number of scheduled Board / Board Committee meetings and on assumption that the number of Directors will remain the same until the next Annual General Meeting in year 2021.

Special Resolution

– Proposed Amendments to the Constitution of the Company

The Special Resolution proposed under Item 7 is in line with Bursa Malaysia Securities Berhad's letter dated 16 April 2020 to allow a listed corporation to seek a higher mandate under Paragraph 6.03 of the Main Market Listing Requirements of not more than twenty percent (20%) of the total number of issued shares for issue of new securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The Proposed Amendments to the Constitution of the Company are set out in the "Appendix A" accompanying the Notice of the Annual General Meeting dated 30 October 2020.

This Special Resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.

Ordinary Resolution 9

– Authority for Directors to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The Ordinary Resolution 9 proposed under Item 8 above, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding twenty per centum (20%) of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The Board is of the opinion that the issue and allot shares up to an amount not exceeding twenty per centum (20%) is in the best interest of the Company.

This authority will expire at the conclusion of the next Annual General Meeting of the Company or at the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As at the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors of the Company at the last Annual General Meeting held on 28 May 2019, which will lapse at the conclusion of the 20th Annual General Meeting to be held on 17 December 2020.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

1. The 20th Annual General Meeting of the Company will be conducted fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Thursday, 17 December 2020 at 10.00 a.m. and any adjournment thereof.
2. The Director who is standing for re-election at the 20th Annual General Meeting of the Company pursuant to Clause 97 of the Constitution of the Company is:-

a) Dato' Yap Ting Hau

The details of the above Director seeking re-election is set out in the Profile of Directors as disclosed on page 9 of this Annual Report.

3. The Directors who are standing for re-election at the 20th Annual General Meeting of the Company pursuant to Clause 104 of the Constitution of the Company are:-

- a) Dato' Tiong Kwing Hee
- b) Datuk Rashidi Bin Hasbullah
- c) Mr. Woon Soon Fai
- d) Mr. Tang Boon Koon

The details of the above Directors seeking re-election are set out in the Profile of Directors as disclosed on pages 13 to 16 of this Annual Report.

4. The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial period ended 30 June 2020 are disclosed in the Corporate Governance Overview Statement set out on page 20 of this Annual Report.
5. The statement relating to the general mandate for authority to issue and allot shares is set out in the Explanatory Notes to the Notice of the 20th Annual General Meeting on page 144 of this Annual Report.

PERSONAL DATA POLICY

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

APPENDIX A

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Details of the Proposed Amendments to the Constitution

The Clauses of the Constitution of the Company are proposed to be amended in the following manner:-

Clause No.	Existing Clause	Clause No.	Proposed Clause
7.	<p>Authority of Directors to allot shares</p> <p>Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of this Constitution and the Act and the Central Depositories Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such (whether in regard to dividend, voting or return of capital) preferred, deferred or other special rights and either at a premium or otherwise, and subject to such restrictions and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-</p>	7.	<p>Authority of Directors to allot shares</p> <p>Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of this Constitution, Listing Requirements of Bursa Malaysia Securities Berhad, the Act, the Central Depositories Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such (whether in regard to dividend, voting or return of capital) preferred, deferred or other special rights and either at a premium or otherwise, and subject to such restrictions and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-</p>
15.	<p>Issue of Securities</p> <p>Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares if those shares, when aggregated with any such shares issued during the preceding twelve (12) months, exceeds 10% of the number of issued shares of the Company, except where the shares are issued with the prior approval of shareholders in general meeting of the precise terms and conditions of the issue, in working out the number of shares that may be issued by the Company.</p>	15.	Deleted.

MERIDIAN BERHAD
[Registration No. 200001005180 (507785-P)]
(Incorporated in Malaysia)

Profile of new Director who is standing for re-election at the 20th Annual General Meeting

WOON SOON FAI

Independent Non-Executive Director
Aged 38, Male, Malaysian

Date of Appointment:

1 December 2020

Member of Board Committees:

- 1) Chairman of the Audit Committee

Academic/Professional Qualifications:

- 1) Fellow Member of the Association of Chartered Certified Accountants (ACCA)
- 2) Member of the Malaysian Institute of Accountants (MIA)
- 3) Associate Member of the Institute of Internal Auditors Malaysia (IIA)
- 4) Diploma in Certified Accounting Technician, Sunway College

Present Directorship(s) in other Listed Companies:

None

Working Experience:

Mr. Woon Soon Fai (“Mr. Woon”) started his career in year 2004 as an audit associate in PricewaterhouseCoopers Malaysia, providing external audit service, special audit reviews and internal control reviews for various public listed companies in the trading, manufacturing and services sector.

Mr. Woon later joined the Business Advisory Department of Ernst & Young Malaysia in year 2008 where he was involved in project management for the South Corridor development in Malaysia and financial reporting standard implementation for a local bank. He left as an Assistant Manager in year 2010.

He was the former Principal of UHY Advisory (KL) Sdn. Bhd., a boutique financial and corporate advisory firm from 2010 to 2017 where he was the team lead for various corporate advisory services, internal control reviews and external auditing.

In 2017, he incorporated and is currently the Executive Director of Eco Asia Advisory Sdn. Bhd., a firm which provides internal control review, risk management and corporate governance review.

In 2018, he was also appointed as the Head of Operations in Eco Asia Capital Advisory Sdn. Bhd., a firm which provides various corporate advisory services such as initial public offerings advisory, corporate debt restructuring, financial due diligence and valuations.

Mr. Woon does not have any family relationship with any Director and/or major shareholder of Meridian Berhad, or any conflict of interest with the Company. He has not been convicted of any offence over the past five (5) years and there was no public sanction or penalty imposed on him by the relevant regulatory bodies during the financial period.

Mr. Woon does not hold any ordinary share and warrant in the Company.

Mr. Woon did not attend any Board of Directors’ Meeting held during the financial period ended 30 June 2020 as his appointment was taken effect after the financial period.

**MERIDIAN****MERIDIAN BERHAD**

[Registration No. 200001005180 (507785-P)]
 (Incorporated in Malaysia)

REVISED FORM OF PROXY

CDS Account No.	
No. of Shares held	

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

of _____
 (FULL ADDRESS)

Telephone No. _____ Email Address _____ being a member / members of MERIDIAN BERHAD hereby appoint:-

FIRST PROXY

Full Name (in Block):	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	Percentage (%)
Telephone No.:	Email:		
Full Address:			

If you wish to appoint a second proxy, this section must also be completed.

SECOND PROXY

Full Name (in Block):	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	Percentage (%)
Telephone No.:	Email:		
Full Address:			

or failing whom, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us and on my/or behalf Twentieth (20th) Annual General Meeting of MERIDIAN BERHAD ("the Company") will be conducted fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on **Thursday, 17 December 2020 at 10.00 a.m.** and any adjournment thereof.

My/Our proxy(ies) is(are) to vote as indicated below:-

NO.	RESOLUTIONS	FOR	AGAINST
1.	ORDINARY RESOLUTION 1 To approve the payment of Directors' fees and benefits amounting to RM476,166 for the financial period ended 30 June 2020.		
2.	ORDINARY RESOLUTION 2 To approve the payment of Directors' fees and benefits up to an amount of RM434,000 for the period from 1 July 2020 until the next Annual General Meeting of the Company to be held in 2021.		
3.	ORDINARY RESOLUTION 3 To re-elect Dato' Yap Ting Hau as the Director who is retiring in accordance with Clause 97 of the Constitution of the Company.		
4.	ORDINARY RESOLUTION 4 To re-elect Dato' Tiong Kwing Hee as the Director who is retiring in accordance with Clause 104 of the Constitution of the Company.		
5.	ORDINARY RESOLUTION 5 To re-elect Datuk Rashidi Bin Hasbullah as the Director who is retiring in accordance with Clause 104 of the Constitution of the Company.		
6.	ORDINARY RESOLUTION 6 To re-elect Mr. Woon Soon Fai as the Director who is retiring in accordance with Clause 104 of the Constitution of the Company.		
7.	ORDINARY RESOLUTION 7 To re-elect Mr. Tang Boon Koon as the Director who is retiring in accordance with Clause 104 of the Constitution of the Company.		
8.	ORDINARY RESOLUTION 8 To re-appoint Messrs. UHY as Auditors of the Company and authorise the Directors to fix their remuneration.		
9.	SPECIAL RESOLUTION To approve the Proposed Amendments to the Constitution of the Company.		
10.	ORDINARY RESOLUTION 9 Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016.		
11.	ORDINARY RESOLUTION 10 To approve the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

[Please indicate with (X) in the spaces provided how you wish your vote to be casted. If no specific direction as to voting is given, the proxy will vote or abstain at his(her) discretion.]

Dated this _____ day of _____, 2020.

 Signature of Member / Common Seal

Notes:-

(A) Appointment of Proxy

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
3. A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he/she shall specify the proportion of his(her) shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in the one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
6. The instrument appointing a proxy must be deposited at the Company's Secretariat, HMC Corporate Services Sdn. Bhd. at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned meeting.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 9 December 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his(her) behalf.

(B) Please be informed that in the event that the Movement Control Order is extended, the Company will make the necessary announcements on the details of the virtual meeting on the Company's website @ www.meridianbhd.com.my accordingly.

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AFFIX
STAMP

The Secretary of Meridian Berhad

HMC CORPORATE SERVICES SDN. BHD.

[Registration No. 198201003810 (83556-P)]

Level 2, Tower 1, Avenue 5,
Bangsar South City,
59200 Kuala Lumpur,
Wilayah Persekutuan Kuala Lumpur,
Malaysia

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PERSONAL DATA POLICY

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

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