



**MUAR BAN LEE GROUP BERHAD**  
(Registration No. 200601033829 (753588-P))  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Muar Ban Lee Group Berhad (“**MBL**” or the “**Company**”) will be held on a fully virtual basis through the online meeting platform in Malaysia at <https://agm.digerati.com.my/pasb-online> (Domain registration number: D1A119533) provided by Digerati Technologies Sdn Bhd on Thursday, 3 November 2022 at 11.00 a.m., for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:

### **ORDINARY RESOLUTION**

**PROPOSED DISPOSAL OF THE ENTIRE EQUITY INTEREST IN THERON HOLDINGS SDN BHD (“THERON”), A WHOLLY-OWNED SUBSIDIARY OF MBL, FOR A TOTAL CASH CONSIDERATION OF RM19,254,590 (“PROPOSED DISPOSAL”)**

“**THAT**, subject to the fulfilment of all other conditions precedent under the conditional share sale agreement dated 12 July 2022 between MBL and XOX (Hong Kong) Limited in relation to the Proposed Disposal, all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to the Company to dispose of its entire equity interest in Theron for a total cash consideration of RM19,254,590.

**AND THAT** the Board of Directors (“**Board**”) be and is hereby authorised to do all such acts and things and enter into any arrangements and/or documents as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Disposal; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or adjustments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Disposal.

### **BY ORDER OF THE BOARD**

**Tan Hui Lun (LS 0010066)**  
SSM PC No.: 201908003423  
Company Secretary

Muar, Johor Darul Takzim  
4 October 2022

Notes:

1. **IMPORTANT NOTICE**

- (a) *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.*
- (b) *Shareholders will not be allowed to attend this EGM in person at the Broadcast Venue on the day of the meeting.*
- (c) *Members are to attend, speak (including posing questions to the Board in the form of real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM of the Company by using the Remote Participation and Voting Facilities ("**RPV**") provided by Digerati Technologies Sdn Bhd ("**Digerati**") at <https://agm.digerati.com.my/pasb-online>.*
- (d) *Please refer to the Procedures to Remote Participation and Voting via RPV in the Administrative Guide for the EGM in order to participate remotely via RPV.*

2. **APPOINTMENT OF PROXY**

- (a) *For the purpose of determining who shall be entitled to attend in this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 27 October 2022. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM via RPV.*
- (b) *A proxy may but need not be a member of the Company and the provisions of Section 334(1) of the Companies Act 2016 shall not apply to the Company.*
- (c) *Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.*
- (d) *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
- (e) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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. An exempt authorised nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*
- (f) *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote:*

*In hard copy form*

*In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Company's Register office at 85, Muntri Street, 10200 Georgetown, Pulau Pinang.*

*By electronic form*

*In the case of an appointment made via electronic mean, fill up the information to appoint proxy at <https://agm.digerati.com.my/pasb-online> (Kindly refer to the Administrative Guide for the EGM) or send the scanned copy of the Form of Proxy to [pasb\\_helpdesk@digerati.com.my](mailto:pasb_helpdesk@digerati.com.my).*

- (g) *Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.*
- (h) *It is important that you read the Administrative Guide for the conduct of this EGM.*
- (i) *Shareholders are advised to check the Company's website at [www.mbl.com](http://www.mbl.com). And announcements from time to time for any changes to the administration of this EGM that may be necessitated by changes to the directive safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysia National Security Council, Securities Commission Malaysia and/other relevant authorities.*



**MUAR BAN LEE GROUP BERHAD**  
(Registration No. 200601033829 (753588-P))  
(Incorporated in Malaysia)

## **ADMINISTRATIVE GUIDE FOR SHAREHOLDERS OF MUAR BAN LEE GROUP BERHAD**

**Type of General Meeting** : Extraordinary General Meeting (“EGM”)  
**Day, Date and Time** : Thursday, 3 November 2022 at 11.00 a.m  
**Online Meeting Platform** : <https://agm.digerati.com.my/pasb-online> provided by Digerati Technologies Sdn Bhd in Malaysia (Domain registration number: D1A119533)

### **MODE OF MEETING**

Muar Ban Lee Group Berhad’s (“**MBL**” or the “**Company**”) EGM will be held virtually through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities at <https://agm.digerati.com.my/pasb-online>.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

In line with the Malaysian Code on Corporate Governance Practice 12.3, this Virtual EGM, would facilitate greater shareholder participation (including posing questions to the Board of Directors and/or Management of the Company) and vote at the EGM without being physically present at the venue. For shareholders who are unable to participate in this virtual EGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

### **ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY**

Shareholders whose names appear on the Record of Depositors as at 27 October 2022 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

### **FORM(S) OF PROXY**

If you are unable to participate in the EGM, you may appoint a proxy or proxies to attend and vote on your behalf. In such event, you should complete and deposit the hardcopy of Form of Proxy at the Company’s registered office located at No. 85, Muntri Street, 10200 Georgetown, Pulau Pinang not less than 48 hours before the date and time fixed for the EGM or at any adjournment thereof.

### **REVOCAION OF PROXY**

The lodging of the Form of Proxy shall not preclude you from participating in the EGM should you subsequently wish to do so. If you have submitted your Form of Proxy and subsequently decide to appoint another proxy(ies) or you wish to participate in the EGM, please write in to [tcms@tcms.com.my](mailto:tcms@tcms.com.my) to revoke the earlier appointed proxy 48 hours before the date and time fixed for the EGM or any adjournment thereof

## VOTING PROCEDURE

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.


Upon completion of the voting session, the Independent Scrutineers will verify the poll results followed by the declaration of results by the Chairman.

The Company has appointed Plantation Agencies Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting or online remote voting (“e-voting”).

Kindly refer to below of the Procedures for RPV Facilities for guidance on how to vote remotely.

## REMOTE PARTICIPATION AND E-VOTING (RPV)

Members who wish to participate the EGM remotely using RPV, must follow the following procedures:

Step	Action	Procedure
A	To register as a user at Registrar website: <a href="https://agm.digerati.com.my/pasb-online">https://agm.digerati.com.my/pasb-online</a> 	<ul style="list-style-type: none"><li>● Click ‘Register’ to sign up as new user.</li><li>● Upload your identity documents.</li><li>● Complete &amp; submit your registration.</li><li>● Verify your email at your mailbox to complete the registration.</li><li>● You will be notified upon successful or rejected registration.</li><li>● You may pose your question, if any, to the Chairman/Board using the website.</li><li>● Within 7 days before the EGM, you will be notified with login credentials to join the meeting upon approval.</li></ul> <p>*Note: - Please check your spam mailbox if you do not receive emails from us - Registered user and proxy may skip this step. - Identity documents will be deleted after registration.</p>
B	To appoint proxy as Individual Members (optional)	<ul style="list-style-type: none"><li>● Login your registered account at website.</li><li>● Select “MBL EGM”.</li><li>● Fill up the information to appoint proxy(s).</li><li>● Within 7 days before the EGM, you and your proxy(s) will be notified upon approval or rejection of RPV.</li></ul>
	To appoint proxy as Corporate Shareholders or Authorised Nominee and Exempted Authorised Nominee (optional)	<ul style="list-style-type: none"><li>● Write in to pasb_helpdesk@digerati.com.my by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request</li><li>● Deposit the hardcopy of Proxy Form to Company’s Registered office at 85, Muntri Street, 10200 Georgetown, Pulau Pinang.</li></ul>

C	On the day of EGM	<ul style="list-style-type: none"> <li>● Access to Broadcast and E-Poll Form using the website or through email links</li> <li>● If you have any question for the Chairman/Board, you may use the Q&amp;A section to text your question.</li> <li>● Submit your voting within a specific period once the Chairman announces that the voting is open.</li> <li>● Voting will be closed upon the expiry of the voting period.</li> <li>● Broadcast will be terminated upon the announcement of the poll result by the Chairman.</li> </ul>
---	-------------------	--

## DIGITAL COPIES OF EGM DOCUMENTS

As part of the Company's dedicated commitment to sustainable practices, the following documents of the Company are available and can be downloaded from the Company's website at [www.mbl.com](http://www.mbl.com) and on Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com/>:

- (a) Notice of EGM and Form of Proxy
- (b) Administrative Guide of the EGM
- (c) Circular to shareholders in relation to the proposed disposal of the entire equity interest in Theron Holdings Sdn Bhd, a wholly-owned subsidiary of Muar Ban Lee Group Berhad, for a total cash consideration of RM19,254,590

## NO DOOR GIFTS/VOUCHERS

There will be no distribution of door gifts/vouchers this year to members/proxies/corporate representatives who participate in the EGM.

## NO RECORDING OR PHOTOGRAPHY

Please note that no recording or photography of the EGM proceedings is allowed.

## ENQUIRY

If you have any enquiry or require any assistance, please contact the Share Registrar during office hours (Monday to Friday).

Plantation Agencies Sdn Berhad 195501000033 (2603-D)  
3<sup>rd</sup> Floor, No 2 Lebuhr Pantai  
10300 Georgetown  
Penang  
Telephone : 604 2625333  
Fax : 604 2622018  
Email : [pasb\\_helpdesk@digerati.com.my](mailto:pasb_helpdesk@digerati.com.my)

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : Digerati Technologies Sdn. Bhd.  
Tel No. : +6011-6338 8316  
Email : [support@digerati.com.my](mailto:support@digerati.com.my)

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate and comply with any requirements or recommendation of any government agencies from time to time.

Kindly check the Company's website or announcements from time to time for the latest updates on the status or changes to the Virtual EGM arrangements.

The Company seeks the understanding and cooperation of all shareholders to minimise the risk of community spread of COVID-19.

#### **PERSONAL DATA PRIVACY**

By lodging and subscribe for a user account with Digerati Technologies Sdn Bhd in Malaysia Portal to participate and vote remotely at the EGM using the RPV Facility, the shareholder(s)/proxy(ies)/corporate representative(s)/attorney(s) accepts and agrees to the personal data privacy terms.