



MERIDIAN

MERIDIAN BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third (“23rd”) Annual General Meeting of **MERIDIAN BERHAD** (“the Company”) will be conducted virtually through live streaming and online remote voting from the Online Meeting Platform of Mlabs VGM operated by InsHub Sdn Bhd in Malaysia via <https://rebrand.ly/MeridianAGM> on **Monday, 6 May 2024 at 2.00 p.m.** or any adjournment thereof for the following purposes:-

AGENDA

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| 1. To receive the Audited Financial Statements for the financial period ended 30 November 2023 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 payable up to an amount of RM346,000 for the period from 7 May 2024 until the next Annual General Meeting of the Company in the year 2025. | Ordinary Resolution 1 |
| 3. To re-elect Mr. Tang Boon Koon as the Director who retires in accordance with Clause 97 of the Constitution of the Company and being eligible, offer himself for re-election. | Ordinary Resolution 2 |
| 4. To re-elect Ms. Kunamony A/P S.Kandiah as the Director who retires in accordance with Clause 104 of the Constitution of the Company and being eligible, offer herself for re-election. | Ordinary Resolution 3 |
| 5. To appoint Auditors for the ensuing year. | Ordinary Resolution 4 |

SPECIAL BUSINESS:

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

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| 6. AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 | Ordinary Resolution 5 |
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“**THAT** subject always to the Companies Act, 2016, Constitution of the Company and approvals of the relevant governmental/regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Companies Act, 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares for the time being of the Company and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

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/she/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.”

ANY OTHER BUSINESS

7. 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
5 April 2024

NOTES:-

A. Appointment of Proxy

1. The main venue of the 23rd AGM for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the Meeting to be at the main venue, is the online meeting platform provided by InsHub Sdn Bhd at its Portal at <https://rebrand.ly/MeridianAGM> in Malaysia. Shareholders/proxies are strongly advised to participate and vote remotely at the 23rd AGM through live streaming and online remote voting through the RPV facilities. Please refer to the Administrative Guide for Shareholders for the procedures to register, participate and vote remotely through the Remote Participation and Voting facilities. 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 Share Registrar's office at A3-3-8, Solaris Dutamas, No.1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan, 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 29 April 2024 (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 November 2023

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 Resolution 1

– **Payment of Directors' Fees and benefits payable 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 23rd Annual General Meeting on the Ordinary Resolution 1 on payment of Directors' Fees and benefits payable for the period from 7 May 2024 until the next Annual General Meeting of the Company in the year 2025.

The Directors' Fees and benefits payable consist of:-

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

The Directors' Fees and benefits payable are estimated not to exceed RM346,000. The calculation is based on the estimated number of scheduled Board / Board Committees' meetings and on assumption that the number of Directors will remain the same until the next Annual General Meeting in year 2025.

The proposed payment of Directors' Fees, if approved by the shareholders, will empower the Board to pay the Directors' Fees to the Non-Executive Directors of the Company on a quarterly basis and/or as and when incurred for services rendered by the Non-Executive Directors throughout the Mandate Period.

Ordinary Resolution 5

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

The Ordinary Resolution 5 proposed under Item 6 above, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) 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 ten per centum (10%) 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.

The general mandate sought for issue of shares is a renewal of the mandate approved by the shareholders at the last Annual General Meeting held on 16 December 2022 which will lapse at the conclusion of this Annual General Meeting to be held on 6 May 2024.

ADMINISTRATIVE GUIDE



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

23RD ANNUAL GENERAL MEETING

ADMINISTRATIVE GUIDE

DATE: 6 May 2024, Monday	TIME: 2:00 p.m.	ONLINE MEETING PLATFORM: https://rebrand.ly/MeridianAGM as operated by InsHub Sdn Bhd in Malaysia
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MODE OF MEETING

The 23rd Annual General Meeting (“23rd AGM”) of the Company will be conducted virtually through live streaming and online remote voting from the Online Meeting Platform operated by InsHub Sdn Bhd in Malaysia via <https://rebrand.ly/MeridianAGM>. With the online meeting platform, shareholders may exercise their rights as a member to participate (including to pose questions to the Board and/or Management of the Company) and vote at the 23rd AGM, safely from their home.

The Online Meeting Platform is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 and the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which was further revised on 7 April 2022. Shareholders or proxies or attorneys or authorized representatives **WILL NOT BE ALLOWED** to attend the 23rd AGM in person on the day of the meeting. With the Remote Participation and Voting (“RPV”) facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors (“Board”) and/or Management of the Company) and vote at the 23rd AGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the 23rd AGM.

This is also in line with Practices 12.1 and 13.3 of the Malaysian Code on Corporate Governance where boards are encouraged to have effective, transparent and regular communication with shareholders, including leveraging technology to promote shareholder participation.

RPV Facilities

1. The AGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the AGM you will be required to do so by registering yourself using the RPV Facilities in accordance with the instructions set out under Section 4 below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors (“**Board**”) and vote at the AGM.

2. If a shareholder is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wishes to use the RPV Facilities at the AGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative are submitted to Share Registrar’s office at A3-3-8, Solaris Dutamas, No.1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or e-mailed to infosr@wscs.com.my not later than **5 May 2024 at 2:00 p.m.**

ADMINISTRATIVE GUIDE

4. The procedures for the RPV in respect of the live streaming and remote voting at the AGM is as follows:

Procedures	Action
BEFORE THE AGM	
1. Register as participant in Virtual AGM 	<ul style="list-style-type: none"> Using your computer, access the registration website at https://rebrand.ly/MeridianAGM Click on the Register link to register for the AGM session. If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.
2. Submit your online registration	<ul style="list-style-type: none"> Shareholders who wish to participate and vote remotely at the AGM via RPV Facilities are required to register prior to the meeting. The registration will be open from 5:00 p.m. on 5 April 2024 and the registration will close at 2:00 p.m. on 5 May 2024. Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy). Insert your CDS account number(s) and indicate the number of shares you hold. Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors of the Company as at 29 April 2024, the system will send you an email to notify you if your registration is approved or rejected after 30 April 2024. If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.
ON THE AGM DAY	
3. Attending Virtual AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the AGM day, while the 2nd will be sent 1 hour before the AGM session. Click Join Event in the reminder email to participate the RPV.
4. Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. The session will be recorded. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.

ADMINISTRATIVE GUIDE

ON THE AGM DAY (cont'd)		
5.	Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the Voting session and the duration allowed at the respective AGM. A link to vote for the resolution(s) will be posted at the right-hand side of your computer screen under “ Slido ” panel. You are required to indicate your votes for the resolutions. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

Revocation of Proxy

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally attend and participate in the AGM via RPV Facilities, the Shareholder must contact Workshire Share Registration Sdn. Bhd. to revoke the appointment of his/her proxy not later than **2.00 p.m. on 5 May 2024**.

Poll Voting

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Workshire Share Registration Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the AGM and on Bursa Malaysia website at www.bursamalaysia.com.

No Recording or Photography

Strictly NO recording or photography of the proceedings of the AGM is allowed.

No Breakfast/Lunch Packs, Door Gifts or Food Vouchers

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers.

Enquiry

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

For Registration, logging in and system related: InsHub Sdn Bhd

Name: Ms Eris/Mr. Calvin
Telephone No: +603 7688 1013
Email: vgm@mlabs.com

For Proxy matters: Workshire Share Registration Sdn. Bhd.

Name: Mr Tee Yee Loon/Mr Vemalan
Telephone No: +603 6413 3271
Email: infosr@wscs.com.my