



**MERIDIAN  
MERIDIAN BERHAD**

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Meridian Berhad (“Meridian” or the “Company”) will be conducted via online meeting platform (<https://bit.ly/3guJidw>) at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, on Thursday, 22 December 2022 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:-

**ORDINARY RESOLUTION 1**

**PROPOSED COLLABORATION BETWEEN MERIDIAN AND M101 HOLDINGS SDN BHD (“M101”) TO FACILITATE THE LICENSE AGREEMENT FOR MERIDIAN’S DEVELOPMENT AND OPERATION OF A WATER PARK (“PROPOSED COLLABORATION”)**

“THAT subject to the approvals being obtained from the relevant authorities and/or parties (where relevant), approval be and is hereby given for Meridian to collaborate with M101 for the development and operation of a water park at Lot PT 1374 and Lot 1826, Mukim Alor Gajah, Melaka, Malaysia, being a land held by Sri Lingga Sdn. Bhd., a wholly-owned subsidiary of Meridian, based on the terms and conditions as stipulated in the collaboration agreement dated 1 August 2022 entered into between Meridian and M101, and any supplementals thereto, in relation to the Proposed Collaboration;

**AND THAT** the Board of Directors of the Company (“Board”) (save for Dato’ Yap Ting Hau being the interested director for the Proposed Collaboration), 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 Collaboration 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 Collaboration.”

**ORDINARY RESOLUTION 2**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,190,746,395 NEW ORDINARY SHARES IN MERIDIAN (“MERIDIAN SHARES” OR “SHARES”) (“RIGHTS SHARES”) TOGETHER WITH UP TO 595,373,197 FREE DETACHABLE WARRANTS (“WARRANTS D”) TO THE ENTITLED SHAREHOLDERS OF MERIDIAN, ON THE BASIS OF 10 RIGHTS SHARES TOGETHER WITH 5 WARRANTS D FOR EVERY 2 CONSOLIDATED SHARES (AS DEFINED HEREIN) HELD BY THE ENTITLED SHAREHOLDERS OF MERIDIAN ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

“THAT, subject to the passing of Special 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:-

- (i) determine and fix the issue price of the Rights Shares and exercise price of Warrants D which shall be announced later by the Board on the price-fixing date;
- (ii) provisionally allot and issue by way of a renounceable rights issue of up to 1,190,746,395 Rights Shares together with up to 595,373,197 Warrants D to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board (“Entitled Shareholders”) and/or their renounee(s) and/or transferee(s), as the case may be;
- (iii) enter into and execute the deed poll constituting the Warrants D (“Deed Poll”) with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company’s company seal, where necessary);
- (iv) allot and issue the Warrants D in registered form to the Entitled Shareholders and/or their renounee(s) and/or transferee(s), as the case may be, and Excess Applicants (as defined below), if any, who subscribe for and are allotted Rights Shares, each Warrant D conferring the right to subscribe for 1 new Meridian Share at an exercise price to be determined on a later date, subject to the provisions for adjustment to the subscription rights attached to the Warrants D in accordance with the provisions of the Deed Poll;
- (v) allot and issue such number of additional Warrants D pursuant to adjustments as provided for under the Deed Poll (“Additional Warrants D”) and to adjust from time to time the exercise price of the Warrants D as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities or parties (where required);
- (vi) allot and issue such number of new Meridian Shares credited as fully paid-up to the holders of Warrants D upon their exercise of the relevant Warrants D to subscribe for new Meridian Shares during the tenure of the Warrants D, and such further new Meridian Shares as may be required or permitted to be allotted and issued pursuant to the exercise of the Additional Warrants and such adjustments in accordance with the provisions of the Deed Poll; and
- (vii) utilise the proceeds to be derived from the Proposed Rights Issue with Warrants for the purposes as set out in Section 4.7.1 of Part A of the circular to the shareholders of Meridian dated 30 November 2022 (“Circular”) to 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 (where required) to the approval of the relevant authorities;

**THAT** in determining the shareholders’ entitlement to the Rights Shares, the fractional entitlements, if any, will be disregarded and dealt with in such manner and on such terms and conditions as the Board in its sole and absolute discretion deem fit or expedient and in the best interest of the Company;

**THAT** any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) and/or transferee(s), as the case may be, shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion;

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

**THAT** the new Meridian Shares to be issued arising from the exercise of the Warrants D shall, upon allotment and issuance, rank equally in all respects with the existing Meridian Shares, save and except that the new Meridian Shares to be issued arising from the exercise of the Warrants D shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of such new Meridian Shares;

**THAT** the Rights Shares, Warrants D and the new Meridian Shares to be allotted and issued arising from the exercise of the Warrants D and Additional Warrants D (if any) shall be listed on the Main Market of Bursa Securities;

**THAT** this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants D, and new Meridian Shares to be allotted and issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants;

**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 Rights Issue with Warrants 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 Rights Issue with Warrants.”

**ORDINARY RESOLUTION 3**

**PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF MERIDIAN AND ITS SUBSIDIARIES (“MERIDIAN GROUP” OR THE “GROUP”) TO INCLUDE LEISURE AND HOSPITALITY BUSINESSES (“PROPOSED DIVERSIFICATION”)**

“THAT, subject to the approvals being obtained from the relevant authorities and/or parties (where applicable) and the provisions of the Constitution of Meridian Group, approval be and is hereby given to Meridian Group to diversify the existing principal activities of Meridian Group to include leisure and hospitality businesses;

**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 by the Board in order to carry out, finalise and give full effect to the Proposed Diversification.”

**ORDINARY RESOLUTION 4**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTIONS SCHEME (“SCHEME”) INVOLVING UP TO 15% OF THE TOTAL ISSUED SHARES (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME (“PROPOSED ESOS”)**

“THAT, subject to the approvals being obtained from the relevant authorities and/or parties (where applicable), approval and authority be and is hereby given to the Board to undertake the following:-

- (i) to establish a Scheme to the eligible Directors (including non-executive Directors) and employees of Meridian Group (excluding dormant subsidiaries) who fulfil certain specified conditions of eligibility for participation in the Proposed ESOS and to implement and administer the same in accordance with the by-laws of the Proposed ESOS (“By-Laws”), a draft of which is set out in Appendix IV of the Circular;
- (ii) to allot and issue and/or procure the transfer of such number of new or existing Meridian Shares (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESOS, provided that the total number of Meridian Shares be allotted and issued and/or transferred pursuant to granting of options to subscribe for Meridian Shares (“ESOS Options”) to eligible Director(s) (including non-executive Directors) and employees of Meridian Group (excluding dormant subsidiaries) in relation to the Proposed ESOS shall not exceed 15% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS;
- (iii) to set up a committee to implement and administer the Proposed ESOS (“ESOS Committee”);
- (iv) to make the necessary application to Bursa Securities for permission to deal in and for the listing and quotation of the new Meridian Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESOS; and
- (v) to do all such 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 ESOS 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 as required by the relevant authorities in order to carry out, finalise and give full effect to the Proposed ESOS and the terms of the By-Laws;

**THAT**, the pre-emptive right of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Article 54 of the Constitution of the Company be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing Meridian Shares in relation to the Proposed ESOS;

**AND THAT**, the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESOS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESOS.”

**SPECIAL RESOLUTION 1**

**PROPOSED CONSOLIDATION OF EVERY 4 MERIDIAN SHARES INTO 1 CONSOLIDATED MERIDIAN SHARE (“CONSOLIDATED SHARE”) (“PROPOSED SHARE CONSOLIDATION”)**

“THAT subject to the approvals being obtained from the relevant authorities and/or parties (where applicable), approval be and is hereby given for Meridian to consolidate every 4 Meridian Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board, into 1 Consolidated Share and that such Consolidated Shares shall rank equally in all respects with one another;

**THAT** the fractional entitlements arising from the Proposed Share Consolidation in respect of the Consolidated Shares, if any, shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

**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 Share Consolidation 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 Share Consolidation.”

By Order of the Board

**MERIDIAN BERHAD**

**WONG YOUN KIM (MAICSA 7018778)**  
SSM Practicing Certificate No. 201908000410

Company Secretary

Kuala Lumpur  
30 November 2022

**Explanatory Note:-**

**Ordinary Resolution 4**

Pursuant to Section 85 of the Act read together with Article 54 of the Company’s Constitution, the shareholders of Meridian have a statutory pre-emptive right to be offered any new Shares which rank equally to existing Shares issued by the Company. By you voting in favour of the proposed Ordinary Resolution 4, the shareholders of the Company will be waiving their statutory pre-emptive right and the proposed Ordinary Resolution 4 if passed, will exclude the statutory pre-emptive right of the shareholders of the Company to be offered any new Shares to be issued by the Company pursuant to the Proposed ESOS.

**Notes:**

**Appointment of Proxy**

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 December 2022 (“General Meeting Record of Depositors”) are entitled to attend, speak and vote at the Company’s Extraordinary General Meeting to be held on 22 December 2022.
- (ii) A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote in his stead. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (iii) A proxy need not be a member of the Company. A member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy.
- (iv) In the case of a corporate body, the proxy appointed must be in accordance with the Constitution and the instrument appointing a proxy shall be given under the company’s common seal or under the hand of an officer or attorney of the corporation duly authorised.
- (v) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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 respects of each omnibus account it holds.
- (vi) The Form of Proxy must be deposited at the Company’s Secretariat, Acclime Corporate Services Sdn. Bhd. at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than 24 hours before the time set for holding the meeting or at any adjournment thereof.
- (vii) Any alteration in the Form of Proxy must be initiated.
- (viii) The resolutions as set out in this notice of EGM are to be voted by poll.

**PERSONAL DATA POLICY**

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