



## MATANG BERHAD

Registration No. 201501017043 (1142377-X)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“EGM”) of Matang Berhad (“**Matang**” or the “**Company**”) will be conducted virtually through live streaming from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“**Broadcast Venue**”) using the Remote Participation and Voting facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“**TIIH**”) via TIIH Online website at <https://tiih.online> on Wednesday, 31 May 2023 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

#### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION OF TWO (2) UNITS OF DOUBLE STOREY SEMI-DETACHED FACTORY AND WAREHOUSE ANNEXED WITH A ONE-AND-A-HALF (1½) STOREY OFFICE BUILDING AND OTHER ANCILLARY BUILDINGS (“PROPERTY”) TO BE ERRECTED ON PART OF THE LAND HELD UNDER GERAN 204624, LOT 78658, MUKIM DAMANSARA, DAERAH PETALING, NEGERI SELANGOR FOR A TOTAL PURCHASE CONSIDERATION OF RM33,000,000 (“PURCHASE CONSIDERATION”) TO BE SATISFIED VIA THE ALLOTMENT AND ISSUANCE OF 357,000,000 NEW ORDINARY SHARES IN MATANG AT AN ISSUE PRICE OF RM0.0809 EACH AND CASH PAYMENT AMOUNTING TO RM4,118,700 (“PROPOSED ACQUISITION”)**

**“THAT**, subject to the passing of Ordinary Resolution 2 and the approvals from all relevant authorities and/ or parties being obtained in respect of the Proposed Acquisition, approval be and is hereby given for the Company to acquire the Property from SMG Land Sdn Bhd (“**SMG Land**”) at the Purchase Consideration upon the terms and subject to the conditions set out in the sale and purchase agreement dated 10 February 2023 entered into by Matang and Star Media Group Berhad and SMG Land (“**SPA**”).

**THAT** approval be and is hereby given for the issue and allotment of 357,000,000 new ordinary shares in the Company at an issue price of RM0.0809 each (“**Consideration Shares**”) to SMG Production and Distribution Sdn Bhd, a wholly owned subsidiary of SMG Land, being part of the Purchase Consideration for the Proposed Acquisition and for the balance Purchase Consideration to be paid in cash. Such Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company (“**Shares**”), save and except that the Consideration Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distributions where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the date of allotment and issuance of the Consideration Shares.

**THAT** in connection with Section 85(1) of the Companies Act 2016 and Clause 15 of the Constitution of the Company, the shareholders agree to irrevocably waive their pre-emptive rights to be first offered the new Consideration Shares to be allotted and issued by the Company pursuant to the Proposed Acquisition which will rank equally to the existing Shares, with such waiver resulting in a dilution to their shareholding percentage in the Company **AND THAT** the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Consideration Shares pursuant to the Proposed Acquisition.

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/ or relating thereto and take all such steps and to execute and deliver and/ or caused to be executed and delivered all the necessary documents, including the SPA, corporate guarantee and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/ or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required and to deal with all matters relating thereto and to take 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 Acquisition.”

#### ORDINARY RESOLUTION 2

**PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF MATANG AND ITS SUBSIDIARIES TO INCLUDE PROPERTY INVESTMENT (“PROPOSED DIVERSIFICATION”)**

**“THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company and its subsidiaries to diversify its existing principal activities to include property investment;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Diversification with full power to assent to any conditions, variations, modifications, and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matter relating thereto and to take all such steps to 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 Diversification.”

#### By Order of the Board

LIM HOOI MOOI (MAICSA No. 0799764) (SSM PC No. 201908000134)

LAU YEN HOON (MAICSA No. 7061368) (SSM PC No. 202008002143)

Company Secretaries

Kuala Lumpur

15 May 2023

#### Notes:

1. The EGM of the Company will be conducted virtually through live streaming with online remote voting via the RPV facilities provided by TIIH. 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. Member(s), proxy(ies), attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting. Members are to attend, speak (including posing questions via real time submission of typed texts) and vote (collectively “participate”) remotely at the EGM via the RPV provided by TIIH. A member who has appointed a proxy or attorney or authorised representative to participate in this EGM via the RPV must request his/ her proxy or attorney or authorised representative to register himself/herself for RPV via Tricor’s TIIH Online website at <https://tiih.online>.

**Please refer to the procedures set out in the Administrative Guide for the EGM to register and participate remotely via the RPV.**

For the purpose of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **23 May 2023** and only a depositor whose name appears in the Record of Depositors shall be entitled to participate at EGM or to appoint proxy(ies) to participate on his/her behalf .

#### 2. Appointment of Proxy

- A member of the Company who is entitled to attend and vote at this meeting shall be entitled to appoint not more than 2 proxies to exercise all or any of his/her rights to participate in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall not be valid.
- 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 at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:

In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

By electronic means

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of Proxy Form via TIIH Online.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar’s office at the above address not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the persons named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL/DULY CERTIFIED certificate of appointment of authorised representative with the Share Registrar of the Company at the above address. The certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a director; or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

#### Explanatory Notes to Ordinary Resolution 1:

- Section 85(1) of the Companies Act 2016 states that:

“Subject to the Constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”

- Clause 15 of the Constitution of the Company states that:

“Subject to any direction to the contrary that may be given by the Company in general meeting of Members, all new Shares or other convertible Securities shall, before issue be offered to Members who at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiry of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or Security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities), cannot, in the opinion of the Directors, be conveniently offered under this Constitution in such manner as they think most beneficial to the Company.”

In order for the Board to issue any new Shares or other convertible securities without any pre-emptive rights, such pre-emptive rights must be waived. By approving the resolution in relation to the Proposed Acquisition which entails the allotment and issuance of new Shares in the Company, the shareholders of the Company are waiving their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016 which must be read together with Clause 15 of the Constitution to first be offered the Shares which, upon waiving the same, will result in a dilution to their shareholding percentage in the Company.